

SHILPESH DALAL & CO.
PRACTISING COMPANY SECRETARY
219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,
Janjeer Wala Square, Indore (M.P.) -452 003
Ph. 0731-4094803 Fax: 0731-2560690
Mob.94250-56686
E-mail :csshilpeshdalal@gmail.com

Report of Scrutinizer on E-voting
[Pursuant to section 108 of the Companies Act, 2013 and rule 20
of the Companies (Management and Administration) Rules, 2014]

To,
Chairman of the AGM
Vippy Industries Limited
CIN: U15142MP1973PLC001225
Dewas

Sub :Passing of Resolution through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

44th Annual General Meeting of the Equity Shareholders of Vippy Industries Limited on 29th September, 2018 at Registered Office of the Company at Dewas.

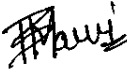
Dear Sir,

Pursuant to the Resolution passed by the Board of Directors of Vippy Industries Limited on 04th August , 2018, I have been appointed as Scrutinizer for the E-Voting process as mentioned under Rules 20 of Companies (Management and Administration) Rules 2014.

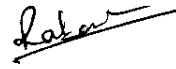
The Company has appointed Central Depository Services (India)Limited('CDSL') as Service Provider, for providing platform for electronic voting to shareholders. Ankit Consultancy Pvt. Ltd. is Registrar and Share Transfer Agent. The Service Provider had provided a platform, through websife www.evotingindia.com, for recording the votes of the shareholders electronically on all the items of business as specified in AGM Notice.

As on cut-off date, i.e. 22nd September, 2018, there were 10978 Share holders in the company. The e-voting kept open for 3 days from 26thSeptember, 2018 (9.00 a.m) to 28th, September, 2018 (5.00 p.m.).

At the end of voting period on 28th September, 2018, the voting portal of Service Provider (CDSL) duly blocked by me, and on 29th September,2018 the votes case through e-voting facility was duly unblocked by me as Scrutinizer in presence of Ms Marvi Budhwani and Mr. Rakesh Vishwakarma, witnessed.

Signature: 

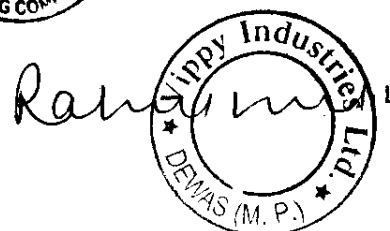
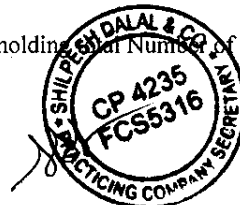
Name: MARVI BUDHWANI

Signature: 

Name: RAKESH VISHWAKARMA

Now I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, duly appointed as Scrutinizer by the Board of Directors for the purpose of the e-voting taken under Section 108 of the Companies Act, 2013 and Rules made thereunder, for the below mentioned resolution(s), submit my report as under:

Total Number of 25 Share Holders participated in e-voting, holding Total Number of 122602311 Shares.



The result of E-Voting is as under:

ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

Adoption of Audited Financial Statement of the Company for the year ended 31st March, 2018 and Reports of the Board of Directors and Auditors thereon

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2- Ordinary Resolution

Re-appointment of Shri Rahul Mutha (DIN-00424128), who retires by rotation and being eligible, offers himself for re-appointment

(I) Voted in favour of resolution:

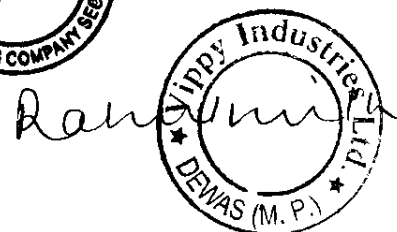
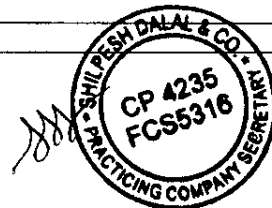
Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 3-Ordinary Resolution

Ratification of Appointment of M/s. N.K.Ajmera & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

SPECIAL BUSINESS

Item No. 4-Ordinary Resolution

Ratification of remuneration of M/s. M. Goyal &Co. Cost Accountants, Cost Auditors of the Company for the financial year ending March 31, 2019

(I) Voted in favour of resolution:

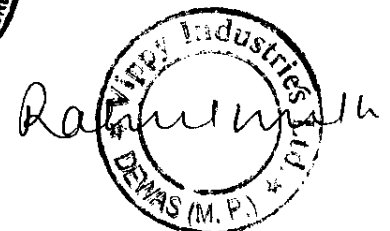
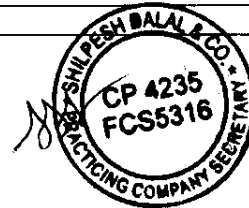
Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 5- Special Resolution**Approval of Re-appointment of Shri Praneet Mutha(DIN:00424250) as a Whole Time Director designated as Joint Managing Director for a period of One Year w.e.f. 01.04.2018**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.6-Special Resolution**Approval of Remuneration of Shri Rahul Mutha, Managing Director for the period 01.04.2018 to 31.03.2019**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Rahul Mutha

Item No.7-Special Resolution**Approval under section 180(1) (c) of the Companies Act,2013 for borrowing money upto `500 Crores**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.8-Special Resolution**Approval under section 180(1)(a) of the Companies Act,2013 for mortgaging and/or charging on immovable and movable properties of the Company to secure borrowing money in favour of lenders/trustees upto ` 500 Crores**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	122602311	100%

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,
Yours faithful



Shilpesh Dalal
Practising Company Secretary
FCS: 5316, CP: 4235
Indore
Date: 01.10.2018




SHILPESH DALAL & CO.
PRACTISING COMPANY SECRETARY
219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,
Janjeer Wala Square, Indore (M.P.) -452 003
Ph. 0731-4094803 Fax: 0731-2560690
Mob.94250-56686
E-mail : csshilpeshdalal@gmail.com

Report of Scrutinizer on Poll

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

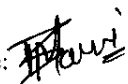
To,
Chairman of the AGM
Vippy Industries Limited
CIN:U15142MP1973PLC001225
Dewas


44th Annual General Meeting of the Equity Shareholders of Vippy Industries Limited on 29th September, 2018 at Registered Office of the Company at Dewas.

Dear Sir,

I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square, Indore and appointed as Scrutinizer by the Board of Directors for the purpose of the poll taken under Section 109 of the Companies Act, 2013 and Rules made thereunder, for the below mentioned resolution(s), at the 44th AGM of the Equity Shareholders of Vippy Industries Limited, held on 29th September, 2018 at Registered Office of the Company at Dewas, submit our report as under:



1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and witnessed by Ms Marvi Budhwani and Mr. Rakesh Vishwakarma and poll papers were diligently scrutinized by me

Signature: 
Name: MARVI BUDHWANI

Signature: 
Name: RAKESH VISHWAKARMA

3. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / powers granted with the Company.
4. I did not find any poll papers invalid.



The result of the Poll is as under:

ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

Adoption of Audited Financial Statement of the Company for the year ended 31st March, 2018 and Reports of the Board of Directors and Auditors thereon

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2- Ordinary Resolution

Re-appointment of Shri Rahul Mutha (DIN-00424128), who retires by rotation and being eligible ,offers himself for re-appointment

(I) Voted in favour of resolution:

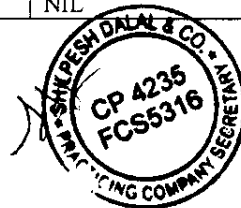
Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Rahul Mutha
Rahul Mutha
DIN-00424128

Item No. 3-Ordinary Resolution

Ratification of Appointment of M/s. N.K.Ajmera & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

SPECIAL BUSINESS

Item No. 4-Ordinary Resolution

Ratification of remuneration of M/s. M.Goyal &Co. Cost Accountants , Cost Auditors of the Company for the financial year ending March 31,2019

(I) Voted in favour of resolution:

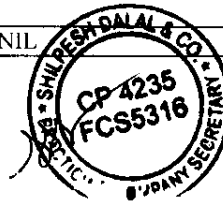
Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Rahul Vippy Industries Ltd. DENAS (M.P.)

Item No. 5- Special Resolution**Approval of Re-appointment of Shri Praneet Mutha(DIN:00424250) as a Whole Time Director designated as Joint Managing Director for a period of One Year w.e.f. 01.04.2018**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.6-Special Resolution**Approval of Remuneration of Shri Rahul Mutha, Managing Director for the period 01.04.2018 to 31.03.2019**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

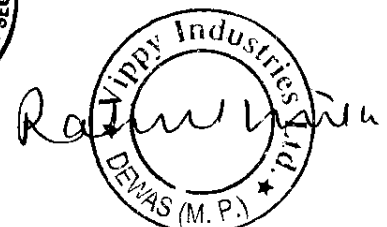
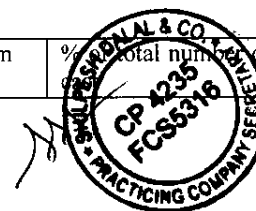
Item No.7-Special Resolution**Approval under section 180(1) (c) of the Companies Act,2013 for borrowing money upto `500 Crores**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members	Number of votes cast by them	% of total number of valid votes cast



Voted(in person or by proxy)		
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.8-Special Resolution

Approval under section 180(1)(a) of the Companies Act,2013 for mortgaging and/or charging on immovable and movable properties of the Company to secure borrowing money in favour of lenders/trustees upto ` 500 Crores

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	35017648	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those who votes were invalid, for each resolution is enclosed.

5. The poll papers and all other relevant records were sealed and handed over to Mr Prakash Chakrawarti,Sr. Manager (Legal) &Company Secretary for safe keeping as authorized by the Board.

Thanking you,

Yours faithfully,

Shilpesh Dalal
Practicing Company Secretary
FCS: 5316, CP : 4235
Place:Indore
Date:01.10.2018



Rahul

SHILPESH DALAL & CO.
PRACTISING COMPANY SECRETARY
 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,
 Junjeer Wala Square, Indore (M.P.) -452 003
 Ph. 0731-4094803 Fax: 0731-2560690
 Mob.94250-56686
 E-mail :csshilpeshdalal@gmail.com

COMBINED REPORT OF SCRUTINISER ON EVOTING AND POLL

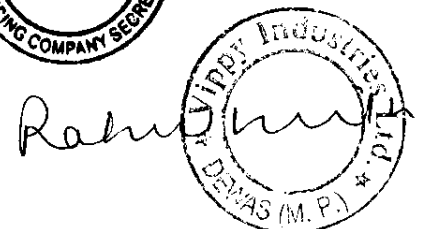
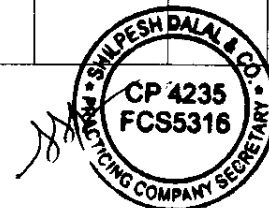
To,
 Chairman of the AGM
 Vippy Industries Limited
 CIN: U15142MP1973PLC001225
 Dewas

Dear Sir

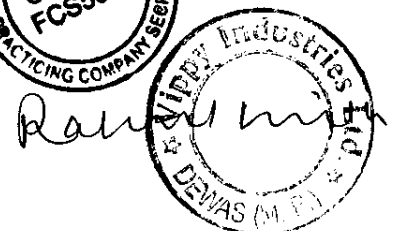
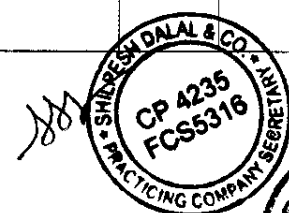
I Shilpesh Dalal, Practicing Company Secretary have been appointed as Scrutinizer by Board of Directors for E-voting u/s 108 and for Poll u/s 109 of the Companies Act, 2013 read with Rules made there under.

I have submitted separate Scrutinizer's report for E-voting and for Poll. I herewith submit the combined report of votes casted through E-Voting and by Poll.

S. No.	Particulars of Resolution	Type of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
			Number of Members Voted(in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted(in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voted(in person or by proxy)	Total Number of votes cast by them
1	Adoption of Audited Financial Statement of the Company for the year ended 31 st March,2018 and Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0
		Total	47	157619959	100%	0	0	0%	0	0
2	Re-appointment of Shri Rahul Mutha (DIN-00424128), who retires by rotation and being eligible ,offers himself for re-appointment (Ordinary Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0



		Total	47	157619959	100%	0	0	0%	0	0
3	Ratification of Appointment of M/s. N.K.Ajmera & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration (Ordinary Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0
		Total	47	157619959	100%	0	0	0%	0	0
4	Ratification of remuneration of M/s. M.Goyal & Co. Cost Accountants, Cost Auditors of the Company for the financial year ending March 31,2019 (Ordinary Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0
		Total	47	157619959	100%	0	0	0%	0	0
5	Approval of Re-appointment of Shri Praneet Mutha(DIN:004 24250) as a Whole Time Director designated as Joint Managing Director for a period of One Year w.e.f. 01.04.2018 (Special Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0
		Total	47	157619959	100%	0	0	0%	0	0
6	Approval of Remuneration of Shri Rahul Mutha, Managing Director for the period 01.04.2018 to 31.03.2019 (Special Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0
		Total	47	157619959	100%	0	0	0%	0	0
7	Approval under section 180(1) (c) of the Companies Act,2013 for borrowing money upto `500	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0



	Crores (Special Resolution)	Total	47	157619959	100%	0	0	0%	0	0
8	Approval under section 180(1)(a) of the Companies Act,2013 for mortgaging and/or charging on immovable and movable properties of the Company to secure borrowing money in favour of lenders/trustees upto 500 Crores (Special Resolution)	E-voting	25	122602311	100%	0	0	0%	0	0
		Voting by Poll	22	35017648	100%	0	0	0%	0	0
		Total	47	157619959	100%	0	0	0%	0	0

Thanking you
Yours faithfully

Shilpesh Dalal
Practicing Company Secretary
FCS: 5316, CP : 4235
Place: Indore
Date: 01.10.2018



To be countersigned by Chairman

Place: Dewas
Date: 01.10.2018

