

Vippy Industries Ltd.

Regd. Office:28 , Industrial Area, A.B. Road,Dewas- 455001 (M.P.)

Tele:07272-258545,6 Fax:07272-258552

CIN: U15142MP1973PLC001225,Email:admin@vippysoya.com,Website:www.vippysoya.com

Postal Ballot Notice (Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules")(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting(e- voting). The explanatory statement pursuant to section 102(1) of the Act, setting out all material facts relating to the resolutions in this Postal Ballot Notice is attached.

The Board of Directors of the Company ("Board") has appointed Shri Shilpesh Dalal, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot including e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self –addressed postage pre-paid Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, that is 05.00 p.m. on Wednesday, 13th June, 2018. Postage will be borne by the Company. Postal Ballot Forms received after 05.00 p.m. on Wednesday, 13th June, 2018 shall be deemed invalid. Postal Ballot Forms, if sent at the expenses of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope.

Pursuant to section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots including e-voting and the results of voting by means of Postal Ballot including e-voting shall be declared on or before Friday, 15th June, 2018 at the registered office of the Company and also by placing the same on the Company's website:www.vippysoya.com and on the website of Central Depository Services(India) Limited (CDSL): www.evotingindia.com .

By Order of the Board of Directors
For Vippy Industries Ltd.

Place: Dewas
Date: 1st May, 2018

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary

Vippy Industries Ltd.

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SPECIAL BUSINESS:

Item No. 1: Alteration of the Objects clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to provisions of Sections 4 , 13 and other applicable provisions, if any of the Companies Act,2013 (including any statutory modification or reenactment thereof, for the time being in force), and subject to necessary approval(s) required ,if any, from competent authorities ,and subject to such other further terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by competent authorities, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company:-

- a. The heading of Clause III(A) of existing Object Clause “The Main Objects of the Company to be pursued on its incorporation are” be substituted by new heading titled as “The objects to be pursued by the Company on its incorporation are”.
- b. The Clause III(A) of existing Object Clause be altered by inserting following sub-clause after sub-clause 3:
 4. To carry on business as manufacturers , exporters, importers, buyers, sellers, traders, distributors, stockists, franchise, commission agents, brokers, C and F agents and dealers for all types of agrochemicals, pesticides, fungicides, insecticides, fine and specialty chemicals plastic, bio-chemicals, water and irrigation related products and for all kind of machineries related to agriculture insecticides, pesticides, chemicals, fertilizers, manure, both chemical micronutrients and bio/organic fertilizers and for all types of cattle feeds, and to grow , produce, manufacture, process, prepare refine, extract, manipulate, hydrolize, deodorize, grind, bleach, hydrogenate, buy sell, or otherwise deal in all kinds of plantations, trees, crops, medicinal/herbal plants, agricultural , horticulture, floriculture, dairy and farm produce and products including food grains, cereals , seed, oil seeds, plants, materials, flowers, vegetables, tissue culture, mushroom and edible oil seed products and prepare products of any nature or description whatsoever including processing , canning and packaging of fruits and vegetables, to take tenders for plantation of trees on highways for greenery and to set up farms, agriculture houses, orchards, gardens, cold storage and poultry farms, and to cultivate , grow, produce, breed, improve, develop, sales, purchase, trading, import, export or otherwise deal in all kind of foundation seeds, certified seeds, truthful labeled seeds, research seeds, crop seeds, hybrid seeds, fodder seeds, vegetable seeds, flower seeds, plants seeds, agriculture products, food grains, vegetable and fruits and to carry on business of farmers, horticultures, growers, seed producers or nurserymen and deal in agricultural biotechnology, nanotechnology and microbiology related research , innovation and products, and to carry on the business of growing, producing, manufacturing, processing, warehousing, trading, wholesaling, retailing, export, import & other related activities with respect to agriculture products like, food grains, pulses, vegetables, fruits, spices and other related products and dairy products and give services including insurance, educational services to Farmers.
- c. The heading of Clause III(B) of existing Object Clause “Incidental or ancillary objects to the attainment of main objects” be substituted by new heading titled as “Matters which are necessary for furtherance of the Objects specified in clause III(A)”.
- d. The existing Clause III(B) of Object Clause comprising of sub-clause 1 to 37 be substituted by the new following sub-clauses 1 to 49:-
 1. To undertake and transact all kinds of agency business and to carry on and promote any business commercial or financial or otherwise under sound principles or to act as distributors, agents, managing directors/ Managers, on commission and / or allowance as may be deemed fit.
 2. To carry on the business of warehousemen, wharfingers and store keepers and to deal in stores and other consumer goods both as wholesaler and retailer.
 3. To manufacture and deal in all kinds of packing materials, boxes and cases of card, wood or metal or otherwise.

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4. To utilise, work up and deal in every kind of by-products or residue resulting from any of the Company's products or operations.
5. To buy, take on lease, exchange or hire or otherwise acquire any movable or immovable property and any right or rights, privileges, and to sell, lease or otherwise dispose of all or any of the property and assets of the Company, on such terms and conditions as the Company may think fit.
6. To apply for, or purchase or otherwise acquire any Invention, Trade Mark, Patents, Trade name, Design, secret process, the line or lines thereto capable of being used for any of the purposes of the Company.
7. To sell, dispose or mortgage, exchange, lease or transfer the business property and undertaking of the company or any part thereof for any lawful consideration which the company may deem fit to accept and in particular buy shares fully or partly paid-up, debentures, debenture-stock bonds or securities of any other company and/or to promote any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities for this company or any other purpose which may seem directly or indirectly calculated to benefit this company.
8. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on any business while the Company is authorised to carry-on or possess of any property or rights suitable for the purposes of the Company.
9. To set-up facilities for generation of power for captive consumption of the company whether from conventional sources such as thermal, hydel, nuclear or from non-conventional sources such as tide, wind, solar, geo-thermal etc. including operation/maintenance of facilities for generation and distribution of all forms of energy.
10. To manufacture, buy, sell, import, export or otherwise deal in chemicals, chemical compounds ,chemical products of any nature and kind whatsoever, acids, alkalis, petrochemicals and other elements of all kinds (solid, liquid and gaseous, sizing, bleaching, photographic and other preparations, dietetic products, detergents, solvents of all kinds and nature whatsoever.
11. To purchase or contract for immediate or future delivery cotton seed, Ground nut, Ground nut seeds, Cake, Cattle food, Protein and all kinds of edible and non-edible oil seeds, other materials & products related to business of the company and things necessary or useful for manufacturing, processing, conversion or extraction and to sell back or to send for sale, to any part of the World all or any of the above mentioned material, produce, articles and things.
12. To establish, provide, maintain, conduct well equipped laboratories and carry on analytical, experimental and other work or undertaking in relation to the general objects of the Company and to promote studies and research both scientific and technical investigations and invention by providing, subsidising, endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and providing the recommendations of scientific or technical professors or teachers and by providing for the awards, scholarships, prizes, grants and business to students, independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
13. To build and establish show-rooms, workshops, offices anywhere in India and elsewhere suitable for the purposes of business of the Company and to appoint agents and constitute agencies for the Company in India and elsewhere subject to law in force.
14. To adopt such lawful means for making known the products and to promote business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by organising or participating in exhibitions, by purchase and exhibitions of works of interest, by publishing books, magazines, periodicals but not by political donation/ contribution or by granting scholarships, prizes, rewards of donations or contribution or any other means found necessary or essential in India or elsewhere subject to Law-in-force.
15. Subject to the provisions of Companies Act,2013 and rules made thereunder and other applicable laws and directives or Reserve Bank of India to receive money on deposit with or without allowance of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage ,legal or equitable or the issue of bonds, perpetual or otherwise including debentures convertible into shares of this Company or debenture stock (Perpetual, terminable or otherwise) bond mortgages, hypothecation, lien or any other security funded or based or charged upon all or any of the property or rights of the company or in such other manner as the company shall think fit and for the purpose aforesaid to charge all or any of the company's property or assets movable or immovable liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure

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any securities of the company by a Trust Deed or other assurance and to redeem, purchase or pay off any such security, provided that the company shall not do banking business as defined in the Banking Regulations Act, 1949.

16. To enter into partnership, Union, Corporation, joint venture, reciprocal concessions or other arrangements of a like nature with any person, firm, or firms, company or corporate body, engaged or interested in carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
17. To accumulate capital for any of the purposes of the Company and to appropriate any of the company's assets for specific purposes, any to hold shares and securities of any other firm, company or corporate body or Government.
18. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments, subject to directives of Reserve Bank of India.
19. To lend surplus money to such person on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to give any guarantee or indemnity as may seem expedient subject to the provisions of the Banking Regulations Act,1949 and Companies Act,2013 .
20. To guarantee the payment of money unsecured or secured by or payable under for in respect of promissory notes bonds, debentures, debenture stocks, contract, mortgages, charges and obligations, subject to directive of Reserve Bank of India, but the Company shall not carry on banking business as defined under Banking Companies Act, 1949.
21. To open account or accounts with any individual, firm or company or with any bank or any financial institution and to pay into and withdraw money from such account or accounts.
22. To take or otherwise acquire and hold shares, stock debentures or other interests in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
23. To enter into any arrangements with any government (central or state) or authorities (Local Municipal or otherwise) or with any other person, that may seem conducive to the Company's objects or any of them and to obtain from such Government or authority or person, any concession, grant deemed capable of being turned into account and to work, develop, carry out, exercise and to turn to account the same.
24. To carry on the business in India or elsewhere as contractors, merchants, traders, commission agents or brokers either as principals or as agents or in any other capacity, either alone or in collaboration with any other person, firm, company or corporation- subject to Law-in-force.
25. To buy, sell, manipulate, import, export and to deal both wholesale and retail in commodities, articles and things of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.
26. To establish, promote, float or otherwise assist any company or companies for the purpose of furtherance of any of the object of the Company or to take over or purchase the undertaking of this company or any part thereof or for any purpose that may seem beneficial to this Company and to guarantee the issue of debentures; or shares of such companies if necessary, and to pay all or any of the expenses of and incidental to the promotion of such company or companies, subject to the provisions of the Competition Act ,2002.
27. To remunerate any person, firm or company for services rendered or to be rendered, in or about the formation or promotion of the Company or conduct or its business either by cash payments or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
28. To pay all the costs, charges and expenses of and incidental to promote, formation, registration, and establishment of the Company and the issue of its capital.
29. From time to time subscribe or contribute to any charitable benevolent or useful object of public character including exhibition, the support of which will in the opinion of the company tend to increase its repute or popularity among its employees, its customer of the public to give pension, gratuities or charitable aid to person or persons who have served the company or to the wives, children or other relatives of such persons and to form and contribute to provident and welfare funds for the benefit of any persons engaged by the Company, but not political funds.

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30. To invest and deal with the surplus money of the Company in any investments movable/immovable, in such a lawful manner as may from time to time seem expedient and in the interest of the Company.
31. To construct and maintain, improve, works, gas works, electric works, for the above object.
32. To construct maintain, alter, improve and enlarge any building or works, necessary or convenient for the purposes of the Company.
33. To construct, carry out, maintain, improve, factories, warehouses and other works and conveniences which may seem directly or indirectly conclusive to any of the company's object and to contribute subsidise or otherwise assist or take part in such maintenance, management, working control superintendence.
34. To invest and deal with the surplus money of the company not required immediately in any form of investment including shares, stock bonds, debentures, obligations or other securities of any company or association or in Government securities or in deposit with Bank or Banks as may be considered desirable and from time to vary such investment.
35. To amalgamate with any other company having objects altogether or in part similar to those of this Company, subject to the Provisions of the Competition Act, 2002.
36. To do all or any of the above things as principals, agents, contractors, trustees, insurers or otherwise and either alone or in conjunction with others.
37. To establish and maintain local registers, agencies and branch places of business and to procure the company to be registered or recognised and carry on business in any part of the world, subject to law inforce.
38. To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company.
39. In event of winding up to distribute any of the company's property among its members in species or kind.
40. To undertake independently, jointly or severally carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure or sanction loan on any programme of rural development and to assist execution and promotion thereof either directly, jointly or severally or through an independent agency or by payment of any sum to an association or institution having the object of undertaking any programme of rural development or in any other manner, without prejudice to the generality of the foregoing, programme of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which Directors consider it likely to promote and assist rural development, and that the words 'rural area' shall include such areas as may be regarded as rural areas for the purposes of the Income-tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may, in order to implement any of the above mentioned objects or purposes, transfer or divest the ownership of any property of the Company without consideration, or at such fair or concessional value as the Directors may think fit to or in favour of any public or local body or authority or Central or State Government or any public institutions or trust or funds or any society registered under the Societies Registration Act 1860 or bodies corporate registered under Companies Act, 1956/2013 as the Directors may approve.
41. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors may consider likely to promote national welfare of social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers etc., or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or scholars or any other persons to enable them to prosecute their studies or academic pursuits or researches and for establishing , conducting or assisting any institution , fund, trust etc., having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and the directors may order to implement any of the above mentioned objects or purposes, transfer or divest the ownership of any property of the Company without consideration or at such fair or concessional value as the Directors may think fit to or in favour of any public or local body or authority or Central or State Government or any public institution or trusts or funds or any society registered under the Societies Registration Act,

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1860 or bodies corporate registered under the Companies Act, 1956/2013 as the Directors may approve.

42. To work independently, jointly or severally connecting link between Rural population and Banks, Financial Institutions, Central Government or State Government Agencies, autonomous or semi autonomous corporations, Co-operative Society or Apex Co-operative Societies, Local Bodies etc., for promoting social upliftment or economic development in the rural area.
 43. To assist, participate and or provide turnkey assistance individually, jointly or severally as the Board may deem fit, in identification, implementation and marketing in such industrial or business activity as may be economically feasible in the rural area.
 44. To directly or indirectly involve individually, jointly or severally in developing, organising, manufacturing, processing, converting , importing, exporting , cultivating, producing, buying, selling, trading contracting, altering, manipulating, exchanging connected with such social, economic or industrial activity as may be found adaptable in the rural areas.
 45. To pay for any right of property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them shares or securities of the company is paid up in part or otherwise.
 46. Subject to the provisions of the Companies Act, 2013 to distribute as bonus shares amongst the members or to reserve or otherwise apply as the company may from time to time determine any money received in payment of dividends accrued on forfeited shares and moneys realised from the sale by the company of the forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company to invest any surplus money of the company in such investments (including shares or stock in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.
 47. Subject to provisions of the Companies Act, 2013 to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national, public or other institution or objects which shall have any moral or other claims to support or aid by the company either by reasons of locality of operations or of public general utility.
 48. To join, subscribe or otherwise assist any trade, profession, association, fund or union for the furtherance of the interest of this Company or its associates, but not to a political party or /and Trade Union.
 49. To carry on business relating to such social, economic or industrial activity as may be found adaptable in the rural areas.
- e. The existing Clause III(C) titled as “The other objects of the Company not indicated in (A) and (B) above are” comprising of sub-clauses 1 to 12 be deleted entirely and consequently there shall be no other objects.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any competent authorities and accepted by the Board of Directors, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to give all such directions and to take all such necessary, desirable or expedient action and to do all such necessary acts, deeds, matters and things, execute such deeds, documents and writings as may be necessary in this regard including authority to delegate any or all powers vested in it in favour of any person subject to such terms and conditions as it may be deemed to be fit and appropriate in this regard.”

Item No. 2: Alteration of the Liability Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to provisions of Sections 4 , 13 and other applicable provisions, if any of the Companies Act,2013 (including any statutory modification or reenactment thereof, for the time being in force), and subject to necessary approval(s) required ,if any, from competent authorities ,and subject to such other further terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by competent authorities, consent of the members of the Company be and is hereby accorded to substitute the existing Liability Clause IV of Memorandum of Association with following Clause IV:

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“IV. The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any competent authorities and accepted by the Board of Directors, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to give all such directions and to take all such necessary, desirable or expedient action and to do all such necessary acts, deeds, matters and things, execute such deeds, documents and writings as may be necessary in this regard including authority to delegate any or all powers vested in it in favour of any person subject to such terms and conditions as it may be deemed to be fit and appropriate in this regard.”

Item No. 3: Alteration of the Articles of Association of the company

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act,2013(including any statutory modification or reenactment thereof, for the time being in force),and subject to necessary approval(s) required ,if any, from competent authorities ,and subject to such other further terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by competent authorities, the modification to Articles of Association of the Company , a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company at <https://www.vippysoya.com/invesotrs/>, be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to give all such directions and to take all such necessary, desirable or expedient action and to do all such necessary acts, deeds, matters and things, execute such deeds, documents and writings as may be necessary in this regard including authority to delegate any or all powers vested in it in favour of any person subject to such terms and conditions as it may be deemed to be fit and appropriate in this regard.”

By Order of the Board of Directors
For Vippy Industries Ltd.

Place: Dewas
Date: 1st May, 2018

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary

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Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts relating to resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice alongwith the Postal Ballot Form are being sent to all the Members/Beneficiaries, whose names appear on the Register of Members/Statement of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Tuesday, 8th May, 2018.
3. The Postal Ballot Notice alongwith Postal Ballot Form are being sent to Members in electronic form to the email addresses registered with their Depository Participants (in the case of electronic shareholding)/the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice alongwith Postal Ballot Form are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
4. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send request for a Postal Ballot Form to Shri Prakash Chakrawarti, Sr. Manager(Legal) &Company Secretary, Vippy Industries Ltd.,28,Industrial Area, A.B. Road, Dewas-455001(M.P.) Tel:07272-258545, email: prakash@vippyspoya.com .
5. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Member/Beneficial Owners as on Tuesday, 8th May, 2018. The postal ballot period commences on Tuesday, 15th May, 2018 at 09:00 a.m. and ends on Wednesday, 13th June, 2018 at 5.00 p.m.
6. In compliance with Section 108 and other applicable provisions of the Act, the Company is pleased to provide the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Postal Ballot Notice.
7. Members cannot exercise votes by proxy.
8. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted in India) to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours 5.00 p.m. on Wednesday, 13th June, 2018. Postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Member will also be accepted. Postal Ballot Forms received after 5.00 p.m. on Wednesday, 13th June, 2018 shall be deemed invalid. Member(s) residing outside India should stamp the envelope appropriately.
10. The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots including e-voting and the results of voting by means of Postal Ballot including e-voting shall be declared on or before Friday, 15th June, 2018 at the registered office of the Company and also by placing the same on the Company's website: www.vippysoya.com and on the website of Central Depository Services(India) Limited (CDSL): www.evotingindia.com .
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 13th June, 2018 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting .

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12. Notice of Postal Ballot, Postal Ballot Form and draft Memorandum and Articles of Association of the Company available for inspection by the Members at the Registered Office of the Company during business hours on all working days from the date of dispatch of notice till 5.00 p.m. on Wednesday, 13th June, 2018 and also available on the website of the Company at <https://www.vippysoya.com/investors/> .
13. Members who have not registered their email address are requested to register the same with the Company's Registrar and Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 15th May, 2018 at 9.00 a.m. and ends on Wednesday, 13th June, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Tuesday, 8th May, 2018 as cut-off date/ (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com .
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It

Vippy Industries Ltd.

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is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Vippy Industries Ltd. on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

15. Contact details of the persons responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-

(i) Shri Sourabh Maheshwari, Compliance Officer, Registrar & Share Transfer Agent, Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore -452010 (M.P.) Tel: 0731-2551745-46, email: ankit_4321@yahoo.com .

(ii) Shri Prakash Chakrawarti, Sr. Manager(Legal) & Company Secretary, Vippy Industries Ltd.,28,Industrial Area,A.B. Road, Dewas-455001(M.P.) Tel:07272-258545, email: prakash@vippsoya.com .

By Order of the Board of Directors
For Vippy Industries Ltd.

Place: Dewas
Date: 1st May, 2018

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary

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Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No.1

The existing Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. In terms of Section 4 of the Companies Act, 2013 (“the Act”), the MOA of a Company shall state the objects to be pursued by the Company on its incorporation and matters which are necessary for furtherance of the objects specified. Your Directors proposes to amend the existing MOA of the Company in line with the requirements of Section 4 of the Act.

The following amendments are proposed in the Object Clause of MOA of the Company:

1. The Object Clause will now have two parts Clause III(A) & III(B). Clause III(A) will be amended as- ‘The objects to be pursued by the Company on its incorporation are’ and Clause III(B) will be amended as -‘Matters which are necessary for furtherance of the Objects specified in clause III(A)’.
2. The Company is presently engaged in the Manufacturing of De-oiled Cake and Edible Refined Oil from soyabean seed through solvent extraction process. Your Company intends to diversify the existing business of the Company and it is proposed to carry on the Agri Business and Agro Chemicals Business etc. (as stated in the resolution at the item no.1 of the Notice) by insertion of sub-clause 4 after the existing sub-clause 3 of Clause III(A).
3. In order to meet the requirements and furtherance of amended objects of Clause III(A) of Memorandum of Association, it is considered necessary to add and delete some sub-clauses in the existing Clause III(B) of Memorandum of Association, hence it is decided to substitute all the existing sub-clauses 1 to 37 by new sub-clause 1 to 49.
4. The existing objects specified in clauses from 1 to 12 of the Object Clause III(C) viz. “The other objects of the Company not indicated in (A) and (B) above are” is proposed to be deleted in line with the requirements of the Act.

The Memorandum of Association of the Company, proposed to be amended as stated above is available at the registered office of the Company for inspection by Members on all working days during normal business hours from the date of dispatch of notice till 5.00 p.m. on Wednesday, 13th June, 2018. A copy of Memorandum of Association is also available on the website of the company i.e. <https://www.vippysoya.com/invesotrs/> .

Your Board of Directors recommends the Special Resolution for your approval as set out under Item No.1 of the this notice.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.1 except to the extent of their shareholding in the Company.

Item no. 2.

There is need to alter the Liability Clause of Memorandum of Association of the Company in order to make it compliant with the provisions of Sections 4 ,13 and other applicable provisions, if any, of the Companies Act, 2013, whereby liability of members shall be limited to the amount unpaid, if any , on the shares of the company.

The Memorandum of Association of the Company, proposed to be amended as stated above is available at the registered office of the Company for inspection by Members on all working days during normal business hours from the date of dispatch of notice till 5.00 p.m. on Wednesday, 13th June, 2018. A copy of Memorandum of Association is also available on the website of the company i.e. <https://www.vippysoya.com/invesotrs/> .

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Your Board of Directors recommends the Special Resolution for your approval as set out under Item No.2 of the this notice.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.2 except to the extent of their shareholding in the Company.

Item no. 3

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs (“MCA”) has notified most of sections of the Companies Act, 2013(“the Act”) which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (“New Articles”), in substitution of and to the exclusion of the existing AOA.

The Articles of Association of the Company, proposed to be adopted as stated above is available at the registered office of the Company for inspection by Members on all working days during normal business hours from the date of dispatch of notice till 5.00 p.m. on Wednesday, 13th June, 2018. A copy of Articles of Association is also available on the website of the company i.e. <https://www.vippysoya.com/invesotrs/>.

Your Board of Directors recommends the Special Resolution for your approval as set out under Item No.3 of the this notice.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.3 except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For Vippy Industries Ltd.

Place: Dewas
Date: 1st May, 2018

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary