

# 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

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### **Report of Scrutinizer on E-voting**

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20  
of the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman  
Vippy Industries Limited  
CIN: U15142MP1973PLC001225  
28, Industrial Area, A.B.Road, Dewas. MP 455001 IN

Sub: Consolidated Scrutinizer's Report on e-voting Process (Remote e-voting and e-voting during the 46<sup>th</sup> Annual General Meeting of the Company held on November 30, 2020 through Video Conferencing.

Dear Sir,

I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, was appointed as Scrutinizer to scrutinize the remote e-voting and e-voting during the 46<sup>th</sup> Annual General Meeting ('AGM') of Vippy Industries Limited ('the Company'), carried out pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, on the Ordinary Business (Item Nos. 1,2& 3) and Special Business (Item No. 4, 5, 6& 7) set forth in the Notice of the 46<sup>th</sup> AGM of the Company held on Monday, November 30, 2020 at 11:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means, in a fair and transparent manner.

In the view of the continuing COVID-19 pandemic and as per Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (hereinafter collectively called as MCA Circular's) the Company held the 46<sup>th</sup> AGM through VC/OAVC, without the physical presence of Members at a Common venue.

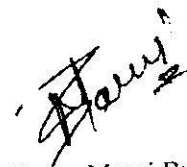
I submit my report as under:

1. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the 46<sup>th</sup> AGM along with Annual Report 2019-20 has been sent by the Company only through electronic mode to those Members whose e-mail address were registered with the Depository/the Company's Registrar & Transfer Agent -Ankit Consultancy Pvt. Ltd. ("Ankit"). The Company had completed their dispatch on November 5, 2020.
2. The cutoff date for e-voting was Monday November 23, 2020. Only those Members, whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date were entitled to vote (through remote e-voting & e-voting during the AGM) on the Ordinary Business (Item Nos. 1,

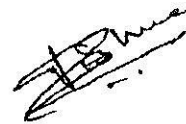


2& 3) and Special Business (Item No. 4, 5, 6& 7) set forth in the Notice of 46<sup>th</sup> AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

3. The total paid-up equity share capital of the Company as on the Cut-off date was Rs.160577596/- divided into 160577596 equity shares of Re. 1 each, fully paid-up
4. The Company had engaged the services of National Security Depository Limited (NSDL) as the Agency to provide facility for remote e-voting and e-voting during the AGM.
5. The remote e-voting commenced at 09:00 A.M. (IST) on Friday, November 27, 2020 and ended at 5:00 P.M. (IST) on Sunday, November 29, 2020.
6. Members who were present in the 46<sup>th</sup> AGM through VC/OAVM and have not casted their votes through remote e-voting were allowed to vote through e-voting during the AGM.
7. After the conclusion of e-voting in the 46<sup>th</sup> AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of Ms. Marvi Budhwani and Mr. Rakesh Vishwkarma, who were not the employees of the Company, and who have signed below as witnesses:



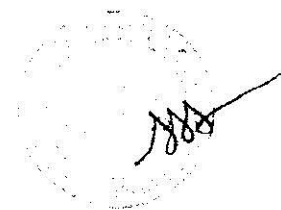
Name: Marvi Budhwani  
Address: D.M. Tower, Indore



Name: Rakesh Vishwkarma  
Address: D.M. Tower, Indore

8. The requisite register has been maintained to record the assent or dissent received, mentioning the particulars of Name, Address, Folio No. DP ID-Client ID of the Members, No. of shares held by them, Nominal value of such shares.

41(Forty One) Members were present at the 46<sup>th</sup> AGM through VC as per the Attendance Report generated through NSDL Portaland 55(Fifty Five) Share Holder participated in e-voting, holding total 15,76,50,018(Fifteen Crore Seventy Six Lakh Fifty Thousand and eighteen) Shares.



**The result of E-Voting is as under:**

**Item No. 1-Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2020 and Reports of the Board of Directors and Auditors thereon,

**(I) Voted in favour of resolution:**

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
55	157650018	100%

**(II) Voted against the resolution:**

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

**(III) Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 2- Ordinary Resolution**

Re-appointment of Shri Prancet Mutha (DIN-00424250), who retires by rotation and being eligible, offers himself for re-appointment.

**(I) Voted in favour of resolution:**

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
55	157650018	100%

**(II) Voted against the resolution:**

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 3-Ordinary Resolution**

**To Appoint Sahaj & Co., Chartered Accountants (Firm Registration No. 020149C) as the Joint Auditors of the Company from the end of 46<sup>th</sup> Annual General Meeting till the Conclusion of 51<sup>st</sup> Annual General Meeting on such remuneration as fixed by the Board of Directors in consultation with the firm.**

(I) Voted infavour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
55	157650018	100%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

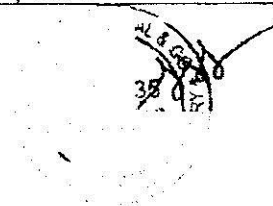
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**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, 2021**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
55	157650018	100%



(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
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. 01.04.2020**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
55	157650018	100%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 6 – Special Resolution**

**Approval of Re-appointment of Shri Rahul Mutha (00424128), as Managing Director for the period of One (1) year w.e.f. 01.04.2020.**



(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
55	157650018	100%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

#### Item No.7-Special Resolution

**Alteration in Articles of Association of the Company by deletion of clause 137 of Articles of Association.**

(I) Voted in favour of resolution:

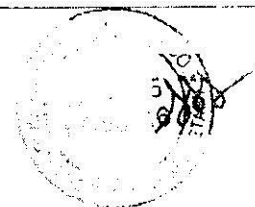
Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
55	157650018	100%

(II) Voted against the resolution:

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

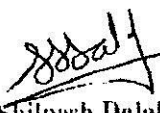
(III) Invalid Votes

Total number of members, whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



It is clear from the above voting details that the Ordinary Resolutions (1, 2, 3 & 4) and Special Resolution (5, 6 & 7) have been passed with the requisite majority. Based on this report, the Company may declare the results of the 46<sup>th</sup> AGM.

Thanking you,  
Yours faithfully,

  
Shilpesh Dalal  
Practicing Company Secretary  
FCS: 5316, CP : 4235  
UDIN: F005316B001368337  
Indore  
Date: 01.12.2020



To be counter signed by the Chairman,

Date: 1.12.2020

Venue: Dewas.

