

### VIPPY SPINPRO LTD.

14-A. Industrial Area, Dewas 455 001. (M.P.) India. Phone: 258251-52, 405352. Fax: 91-7272-400121. E-mail: vippyspinpro@dataone.in, admin@vippyspinpro.com, Wab: www.vippyspinpro.com

VSL/2017-18/235/

27.09.2017

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001

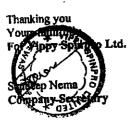
### Scrip Code:514302

Subject: Disclosure of Voting Results under regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir.

This is reference to 25<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2017 at 9.30 a.m., we would like to inform you that 7 items (Resolutions) have been passed with requisite majority. The details regarding the voting results in the specified format as per the regulation 44of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, along with the report of the Scrutiniser is annexed herewith.

Kindly acknowledge the receipt and take it on your record.





Regd. Office: 414, City Centre, 570, M.G. Road, Indore - 452 001 (M.P.) CIN: L01710MP1992PLC007043, Phone: 0731-2546710

	100 tt 30 BUO
Date of the AGM	7/ September, 2017
Trace of the Agels and I was a country of the count	9325 Share holders as on 20th September, 2017
Lotal number of sustaining the property of	
Nie of chambalders present in the meeting either in	Total 42 Share holders (In Person)
INO. OI SHALLICHURA PROSESSIONE STATEMENT OF THE PROSESSION OF THE	No Proxy
Decision of the order Grain:	00
Publica	34
rugire;	
	0
No. of Shareholders afterined the meder	
Video Conferencing	
Promoters and Promoter Group:	0
Dublic	0

Details of Share and Voting Results:



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Agenda- wise disclosure:

Item No.1: Adoption of Financial Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.

Desch dies	Berelliting saminad (Ordinamy Special)		ipio	Ordinary (ordinary Business)	(SS;			
Resolution 19	ulieu. (Olullaly, Special)							
Whether promoter/	Whether promoter/ promoter group are interested in the	nterested in the	2			,		
Coteconi	Mode of Voting	No of shares	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
Catagos y	Simo to sport	held	votes	on outstanding	Votes in	Votes -	favour on votes	on votes polled
			polled	shares	favour (4)	against	polled	
		(3)	8	(3)={(2)/(1)]* 100	,	ନ	//	(7)=[(5)(5)]*100
							001 [(7)/(+)]_(0)	
Promoter	E-Voting		0	0	0	0	0	0
and	Poll	3254232	2467973	75.84%	2467973	0	100%	0
Promoter	Poetal Ballot (if		0	0	0	0	0	0
Group	annlicable)		,			į		
•	Total	3254232	2467973	75.84%	2467973	0	100%	0
PLi	P-Voting		0	0	0	0	0	0
Inchitations	Poli	3800	0	0	0	0	0	0
TISTIATION	207	2			c	c	0	0
	Postal Ballot (II			>	•	•		
	Total	3800	c	0	0	0	0_	0
,	Total	2000	5	70000	21	c	100%	0
Public Non	E-Voting	9,717,0	12250	0,0070	12250	,	100%	0
Institutions	Poll	2011908	13334	0.5170	10000	3 (	, and a	
	Postal Ballot (if		0	0	0	0	<b>5</b>	<b>5</b>
_	applicable)							
	Tota	2611968	13380	0.51%	13380	0	100%	٥
Total		5870000	2481353	42.27%	2481353	0	100%	0
LOIGI								



Item No.2: Re-appointment of Shri Praneet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible ,offers himself for re-appointment

No. of the promoter group are interested in the sures promoter group are interested in the suresolution?   No. of shares   No. of works   N	Decolution red	mired (Ordinary Snecial)		Ordi	Ordinary (ordinary Business)	(ssa)			
Postal Ballot (if applicable)   No. of shares   No. of votes Polled   No. of Votes in	Whether prom	noter/ promoter group are in	nterested in the	ž					
y         Mode of Voting         No. of stares         No. of votes         % of Votes Polled No. of Stares         No. of stares         No. of votes         No. of votes on outstanding shares         No. of votes on outstanding share	agenda/resolu	lion?							40-2
Postal Ballot (if E-Voting   Postal Ballot	Category	Mode of Voting	No. of shares	No. of	% of Votes Polled	No. of	No. 01	% of votes in	% ठा ४ ठाट बहुधााडा
er         E-Voting         (1)         (2)         (3)=[(2)/(1)]* 100         favour (4)         against against polled           er         E-Voting         3254232         2467973         75.84%         2467973         0         0         0           er         Postal Ballot (if applicable)         3254232         2467973         75.84%         2467973         0         0         0           fons         Postal Ballot (if applicable)         3254232         2467973         75.84%         2467973         0         0         0           Fouring         Folial Ballot (if applicable)         3800         0         0         0         0         0         0           Non         E-Voting         21         0.00%         21         0.00%         0         0         0           Non         E-Voting         21         0.00%         21         0.00%         0         0         0           Non         E-Voting         21         0.00%         21         0.00%         0         0         0           Postal Ballot (if applicable)         2611968         133380         0.51%         0         0         0         0           Total         2611968	Carogory	9	held	votes	on outstanding		Votes -	favour on votes	on votes polled
er         E-Voting         (1)         (2)         (3)=[(2)/(1)]* 100         (5)         (6)=[(4)/(2)]*100           er         Postal Ballot (if applicable)         3254232         2467973         75.84%         2467973         0         0         0         0           Folians Postal Ballot (if applicable)         3254232         2467973         75.84%         2467973         0 </td <td></td> <td></td> <td></td> <td>Pollog</td> <td>shares</td> <td></td> <td>against</td> <td>poiled</td> <td></td>				Pollog	shares		against	poiled	
er         E-Voting         0			6	200	(3)=(2)/(1)]* 100		ত	•	(7)=[(5)/(2)]*100
er         E-Voting         0         0         0         0         0         0           Foli         Postal Ballot (if         2467973         75.84%         2467973         0         0         0         0           Total         3254232         2467973         75.84%         2467973         0         0         0         0           Fortal Ballot (if         3800         0         0         0         0         0         0         0           Postal Ballot (if         3800         0         0         0         0         0         0         0           Total         3800         0         0         0         0         0         0         0           Postal Ballot (if         E-Voting         2611968         13359         0.51%         13359         0.51%         13359         0         0           Postal Ballot (if         2611968         13359         0.51%         0         0         0         0           Total         2611968         13380         0.51%         2481353         0         100%           Total         2611068         13380         0.51%         0         0         0			€	Ē	"		,	(6)=[(4)/(2)]*100	
er         Poll applicable)         3254232         2467973         75.84%         2467973         0         100%           er         Postal Ballot (if Postal Ballot (if E-Voting ions Poll applicable)         3254232         2467973         75.84%         2467973         0	Promoter	E-Voting		0	0	0	0	0	0
er         Postal Ballot (if applicable)         3254232         2467973         75.84%         2467973         0         0         0         0           E-Voting postal Ballot (if applicable)         3800         0         0         0         0         0         0           Non E-Voting postal Ballot (if applicable)         21         0.00%         21         0         0         0         0           Non E-Voting postal Ballot (if applicable)         221         0.00%         21         0         0         0         0           Postal Ballot (if applicable)         2611968         13359         0.51%         13359         0.51%         0         0         0           Total         2611968         13380         0.51%         0         0         0         0         0           Total         2611968         13380         0.51%         13380         0.51%         130%         0         100%           Total         2611968         13380         0.51%         2481353         0         100%         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0 <td< td=""><td>and</td><td>170</td><td>3254232</td><td>2467973</td><td>75.84%</td><td>2467973</td><td>0</td><td>100%</td><td>0</td></td<>	and	170	3254232	2467973	75.84%	2467973	0	100%	0
Postal Ballot (if applicable)   10		ron					<		-
Total	Promoter Group	Postal Ballot (if		0	0	Ð	<b>5</b>	<b>)</b>	>
Postal Ballot (if applicable)   2611968   13380   0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	,	Total	3254232	2467973	75.84%	2467973	0	100%	0
Constraint   Con	7.1.1	TO VICTORY		c	0	0	0	0	0
Foliation (if applicable)         Joseph (if applicable)         Omega (if applicable)	Fublic	E-Vouing	3800	> <		0	0	0	0
Postal Ballot (if applicable)         Postal Ballot (if applicable)         0	Institutions	Foll	2000	,	,		•		
applicable)         3800         0         0         0         0         0           Total         21         0.00%         21         0         100%           E-Voting         21         0.00%         21         0         100%           Postal Ballot (if applicable)         2611968         13359         0.51%         0         0         0           Total         2611968         13380         0.51%         13380         0         100%           Total         2611968         13380         0.51%         2481353         0         100%		Postal Ballot (if		0	0	0	Þ	9	>
Total         3800         0         0         0.00%         21         0.00%         21         0         100%           B-Voting         2611968         13359         0.51%         13359         0         100%           Postal Ballot (if applicable)         applicable)         0         0         0         0         0         0           Total         2611968         13380         0.51%         13380         0         100%           Total         2611968         13380         0.51%         2481353         0         100%		applicable)	0000	•		_	_	0	0
E-Voting         21         0.00%         21         0.00%         130%           Poll         Postal Ballot (if applicable)         2611968         13359         0.51%         0		Total	3800	ا	2000	> 6	0 0	1000	U
Poll         2611968         13359         0.51%         13359         0         100%           Postal Ballot (if applicable)         0         0         0         0         0         0           Total         2611968         13380         0.51%         13380         0         100%           Total         2611968         13380         0.51%         2481353         0         100%	Public Non	E-Voting		17	0.00%	17	ן פ	0/001	
Postal Ballot (if applicable)         0         0         0         0         0         0           Total         2611968         13380         0.51%         13380         0         100%           Total         2670000         2481353         0         100%	Institutions	Poll	7 2611968	13359	0.51%	13359	0	.00%	0
applicable)         2611968         13380         0.51%         13380         0         100%           Total         2611968         2481353         0         100%		Postal Ballot (if		0	0	0	0	•	0
Total 2611968 13380 0.51% 13380 0 100%		applicable)		;					
2481353 0 100%		Total	2611968	13380	0.51%	13380	0	100%	0
		Y	000000	2481353	40 77%	2481353	0	100%	0



Item No.3 Appointment of M/s.R.S. Bansal & Co., Chartered Accountants(Firm Registration No 000939C) as Auditors of the Company, in place of retiring Auditor M/s. Sodani & Co., Chartered Accountant, to hold office for a term of 5 years and fixing their remuneration.

1						ı		
Nesolution re	Acsolution required: (Ordinary/ Special)		Ord	Ordinary (ordinary Business)	ess)			
Whether promoter/ agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution?	interested in the	%					
Category	Mode of Voting	No. of shares	No. of	% of Votes Poiled	No. of	No. of	% of Votes in	% of Votes against
		held		on outstanding		Votes -	favour on votes	on votes nolled
<u></u>			polled	shares	_	against	polled	
		≘_		(3)=[(2)/(1)]* 100		ତ		(7)=[(5)/(5)]+100
Promoter	E-Voting		0	0			0)-[(4)/(7)]-100	
and	Poli	3254232	2467073	, , , ,	>	>		n
Promoter	,		240/3/3	/5.84%	2467973	0	100%	0
Group	Fostal Ballot (11 applicable)		0	0	0	0	0	0
	Total	325A222	2467072	75 0 40/				
Distil	D 17-4:	2021020	2701713	/3.64%	2467973	0	20%	0
Fuoile	E-Voting		0	0	0	0	0	0
INSTITUTIONS	Poli	3800	0	0	0	0	0	0
	Postal Ballot (if   annlicable)		0	0	0	0	0	0
	Total	3800						
Public Non	R-Voting	2000	> 6	0		0	0	0
Institutions	Dell	0,01.70	21	%00.0	21	0	100%	0
STORMER	Foll	8061107	13359	0.51%	13359	0	100%	0
	rostal ballot (if applicable)		0	0	0	0	0	0
	Total	2611968	13380	0.51%	13380	0	100%	
Total		5870000	2481353	42 27%	2481353	,	1000	
				· · · · · · · · · · · · · · · · · · ·	ייייייייייייייייייייייייייייייייייייי			



Item No.4: Appointment of Mrs. Deepa Sudhir Mekal(DIN:05222280) as Independent Director for five consecutive years for a term upto 30th March 2022.

Resolution R	Resolution required: (Ordinary/ Special)		1	inon/Chanial Director				
Whether pro	moter/ promotes as	1	5	Ordinary (Special Dusiness)	SS)			
agenda/resolution?	agenda/resolution?	nterested in the	2					
Category	Mode of Voting	No of the	,					•
	Siron to onotic	Vo. or stiglies	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
			votes	on outstanding	Votes - in	Votes	favour on votes	telling
			polled	shares favour (4)	favour (4)	ROBING	nolled	on votes polled
		<u>=</u>	හි	(3)=[(2)/(1)]* 100		(5)	Police	(7)-(7/2/1/2/1/2/2/2/2/2/2/2/2/2/2/2/2/2/2/2/
D	23.4					 }	(6)=[(4)/(2)]*100	001-[(2)/(5)]-(7)
rromoter	E-Voting		0	0	0	-	200	
and	Poll	3254232	2462022	, 87 0 40		,	>	>
Promoter	Dental Dallat Cit		24073/3	/5.84%	2467973	0	100%	0
Group			0	0	0	0	0	
-	applicable)						•	•
	Total	3254232	2467073	75 0407	21/2000			
Public	E-Voting			0/10/1	240/3/3	5	100%	0
Institutions	Poll	2000	>	0	0	0	0	0
		0000	٥	0	0	0	0	
	Postal Ballot (if		·	0			ì	
	applicable)				<u> </u>		<b></b>	
	Total	3800	0	0				
Public Non	E-Voting		71	0 000		5,	0	0
Institutions	Poli	2611069	77	0.0070	77	5	100%	0
	Destal Daties Co	2011300	13339	0.51%	13359	0	100%	C
	Fostal Ballot (11		0	0	0	0	0	
	applicable)						•	-
	Total	2611968	13380	0.51%	13380		1000%	
lota		5870000	2481353	70200	Ť		10078	
			2000	12:21/0	2461333	0	100%	0



Item No.5: Approval of re-appointment & remuneration of Shri Mangalore Maruthi Rao (DIN:00775060) as a Whole Time Director for a period of 2 years w.e.f. 28.10.2016.

Resolution req	Resolution required: (Ordinary/ Special)		Spec	Special (Special Business)				
Whether promoter/ agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution?	iterested in the	No.					
Category	Mode of Voting	No. of shares	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
		held	votes	on outstanding   Votes – in shares   favour (4)	Votes – in favour (4)	Votes -	favour on votes	on votes polled
		(E)	(2)	(3)=[(2)/(1)]* 100		(S)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		0	0	0	0	0	0
and	Poli	3254232	2467973	75.84%	2467973	0	100%	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3254232	2467973	75.84%	2467973	0	100%	0
Public	E-Voting		0	0	0	0	0	0
Institutions	Poll	3800	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3800	0	0	0	0	0	0
Public Non	E-Voting		21	%00'0	21	0	100%	0
Institutions	Poll	2611968	13359	0.51%	13359	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2611968	13380	%15'0	13380	0	%001	0
Total		5870000	2481353	42.27%	2481353	0	100%	0





Item No.6: Approval to deliver document through a particular mode as may be sought by the Member.

Resolution re	Resolution required: (Ordinary/ Special)							
11/Last 22	Section 2 Section	7-	Spe	Special (Special Business)	~			
agenda/resolution?	whether promoter, promoter group are interested in the agenda/resolution?	interested in the	No					
Category	Mode of Voting	N. 25-1	ا					
6.00	Supply to sport	No. of shares	No. of	% of Votes Polled	No. of		% of Votes in	% of Votes against
		neid	votes	on outstanding	Votes - in		favour on votes	or motor against
			bolled	shares favour (4)	favour (4)	against	polied	on votes police
		3	3	(3)=[(2)/(1)]* 100			•	(7)=[(5)/(5)]*100
Promoter	E.Voting						(6)=[(4)/(2)]*100	A01 [(*) (*)] (*)
and	E- Formig	-	0	0	0	0	0	
Dromoter	Poli	3524252	2467973	75 84%	2467077	ļ		>
rromoter	Postal Ballot (if	1		2/10/2/	C/6/047	2	100%	0
Group	applicable)		>	<b>-</b>	0	0	0	0
	Total	2064220	00000				•	
Public	F-Voting	7574575	240/9/3	/5.84%	2467973	0	7001	C
Institutions	Dell		0	0	0	0	0	0
ellollanie.	roii	3800	0	0	0	c	,	
	Postal Ballot (if		  -		, ,	,	0	0
	applicable)		>	>		•	0	0
	Total	3800	0					
Public Non	E-Voting		> 6	, 600		٥	0	0
Institutions	Poli	3611060	17.	0.00%	21	0	100%	0
	Postal Ballot (if	0021107	13339	0.51%	13359	0	2001	0
	applicable)		0	0	0	0	0	0
	Total	2611968	13380	0 5107	1	1		
Total		5870000	20000	0/100	7		100%	0
		20/00/00	2481353	42.27%	7481353	_	1000	

Item No.7: Approval of re-appointment & remuneration of Shri Piyush Mutha(DIN:00424206) as a Managing Director for a period of 2 years w.e.f. 01.04,2017.

Resolution req	Resolution required: (Ordinary/ Special)		Spec	Special (Special Business)				
Whether promoter/ agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution?	nterested in the	%					
Category	Mode of Voting	No. of shares	No. of	% of Votes Polled	No. of		% of Votes in	% of Votes against
1	i	held	votes	on outstanding	Votes - in		favour on votes	on votes polled
			polled	shares	favour (4)		polled	
		(1)	(2)	(3)-[(5)(1)]* 100		(5)	(A)=[(A)/(A)]+100	(7)=[(5)/(2)]*100
Promoter	E-Voting		0	0	0	0	0	0
and	Poli	3254232	2467973	75,84%	2467973	0	100%	0
Promoter Group	Postal Ballot (if		0	0	0	0	0	0
	Total	3254232	2467973	75.84%	2467973	0	100%	0
Public	E-Voting		0	0	0	0	0	0
Institutions	Poll	3800	0	0	0	0	0	0
	Postal Ballot (if applicable)	····	0	0	0	0	. 0	0
	Total	3800	0	0	0	0	0	0
Public Non	E-Voting		21	%00.0	21	0	100%	0
Institutions	Poli	2611968	13359	0.51%	13359	0	100%	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2611968	13380	0.51%	13380	0	%00I	0
Total		5870000	2481353	42.27%	2481353	0	100%	0



# 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 rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Vippy Spinpro Limited
CIN: L01710MP1992PLC007043
Indore

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

25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vippy Spinpro Limited on 27<sup>th</sup> September, 2017 at Hotel Amar Vilas, 1, Chandra Nagar, A.B. Road, Opp. Soni World, Indore.

Dear Sir,

Pursuant to the Resolution passed by the Board of Directors of Vippy Spinpro Limited on 27<sup>th</sup> May, 2017, I have been appointed as Scrutiniser for the E-Voting process as mentioned under Rules 20 of Companies (Management and Administration) Rules.

The Company has appointed Central Depository Services Limited 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 website 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.  $20^{th}$  September, 2017, there were 9325 Share holders in the company. The e-voting kept open for 4 days from  $23^{rd}$  September, 2017 (9.00 a.m) to  $26^{th}$  September, 2017 (5.00 p.m.).

At the end of voting period on 26<sup>th</sup> September, 2017, the voting portal of Service Provider (CDSL) duly blocked by me. And on 27<sup>th</sup> September, 2017 the votes cast through e-voting facility was duly unblocked by me as Scrutiniser in presence of Ms Pooja Bansal and Shri Sumeet Bansal, witnessed.

Now I, Shilpesh Dalal, Practising Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwała Square Indore, duly appointed as Scrutinizer by the Board of Directors for the purpose of the evoting 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 Three (3) Share Holder participated in e-voting, holding total Twenty One Shares.





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

### Item No. 1-Ordinary Resolution

Adoption of Financial Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.

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

Number Voted	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
3			21	100

### (II) Voted against the resolution:

Number Voted)	of	Members	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 Praneet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible offers himself for re-appointment

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

Number Voted	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
3		<u> </u>	21	100

### (II) Voted against the resolution:

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

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





### Item No. 3-Ordinary Resolution

Appointment of M/s.R.S. Bansal & Co., Chartered Accountants(Firm Registration No 000939C) as Auditors of the Company, in place of retiring Auditor M/s. Sodani & Co., Chartered Accountant, to hold office for a term of 5 years and fixing their remuneration.

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

Number of Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
Voted 3	21	100

### (II) Voted against the resolution:

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

### (III) Invalid Votes

	Total number of votes cast by them
Total number of members whose votes were	(Shares)
Total number of memorie	
declared invalid	<u> </u>
	NIL
NIL	

### Item No. 4- Ordinary Resolution

Appointment of Mrs. Deepa Sudhir Mekal (DIN:05222280) as Independent Director for five consecutive years for a term upto 30<sup>th</sup> March 2022.

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

Number	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
Voted 3			21	100

### (II) Voted against the resolution:

Voted again	150 011			
Number	of	Members	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	% of total number of valid votes cast
Voted) NIL			NIL	NIL

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

### Item No. 5- Special Resolution

Approval of re-appointment & remuneration of Shri Mangalore Maruthi Rao (DIN:00775060) as a Whole Time Director for a period of 2 years w.e.f. 28.10.2016.

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

Number of Me	Number of votes cast by the (Shares)	em % of total number of valid votes cast
3	21	100

### (II) Voted against the resolution:

Number of Memb	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 to deliver document through a particular mode as may be sought by the Member.

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

Number Voted	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
3			21	100

### (II) Voted against the resolution:

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

·	Total number of votes cast by them (Shares)
NII	NIL





### Item No. 7- Special Resolution

Approval of re-appointment & remuneration of Shri Piyush Mutha (DIN:00424206) as a Managing Director for a period of 2 years w.e.f. 01.04.2017.

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

	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
Voted 3			21	100

### Voted against the resolution: (II)

			110220	% of total number of valid votes cast
Number	of	Members	(Shares)	vand votes susv
Voted) NIL			NIL	NIL

### Invalid Votes (III)

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

Thanking you,

Yours faithfully,

Shifpesh Dalai Practising Company Secretal FCS: 5316, CP: 4235

Indore

Date: 27.09.2017



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

To, Chairman Vippy Spinpro Limited CIN: L01710MP1992PLC007043 Indore

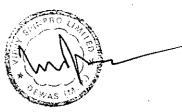
25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vippy Spinpro Limited, held on 27<sup>th</sup> September, 2017 at Hotel Amar Vilas, 1, Chandra Nagar, A.B. Road, Opp. Soni World, Indore.

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 25<sup>th</sup> AGM of the Equity Shareholders of Vippy Spinpro Limited, held on 27<sup>th</sup> September, 2017 at Hotel Amar Vilas, 1, Chandra Nagar, A.B. Road, Opp. Sony World, Indore, submit our report as under:

- 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.
- The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. I did not find any poll papers invalid.





# The result of the Poll is as under:

# Item No. 1-Ordinary Resolution

Adoption of Financial Statements for the year ended 31st March,2017 and Reports of the Board of Directors and Auditors thereon.

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

Number	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
Voted 41			2481332	100%

### (II) Voted against the resolution:

	of		% of total number of valid votes cast
Voted) 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	NIL

### Item No. 2-Ordinary Resolution

Re-appointment of Shri Praneet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re-appointment.

# (l). Voted in favour of resolution:

	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
Voted			2481332	100%

### (II) Voted against the resolution:

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

	Total number of votes cast by them (Shares)
NIL NIL	NIL MALAL

### Item No. 3- Ordinary Resolution

Appointment of M/s. R.S. Bansal & Co., Chartered Accountants(Firm Registration No 000939C) as Auditors of the Company, in place of retiring Auditor M/s. Sodani & Co., Chartered Accountant, to hold office for a term of 5 years and fixing their remuneration.

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

Number Voted	of	Number of votes cast by them (Shares)	% of total number of valid votes cast
41		 2481332	100%

### (II) Voted against the resolution:

Number Voted)	of		Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL		<del></del>	NIL	NIL

### (III) Invalid Votes

I	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 4 - Ordinary Resolution

Appointment of Mrs. Deepa Sudhir Mekal (DIN:05222280) as Independent Director for five consecutive years for a term upto  $30^{th}$  March 2022.

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

Number Voted	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
41			2481332	100%

### (II) Voted against the resolution:

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

### (III) Invalid Votes

	Total number of votes cast by them (Shares)
NIL	NIL

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### Item No. 5- Special Resolution

Approval of re-appointment & remuneration of Shri Mangalore Maruthi Rao (DIN:00775060) as a Whole Time Director for a period of 2 years w.e.f. 28.10.2016.

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

Number of Members	Number of votes cast by them (Shares)	% of total number of valid votes cast		
Vote 41	ea		 2481332	100%

### (II) Voted against the resolution:

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

### (III) Invalid Votes

	Total number of votes cast by them
	(Charge)
Total number of memoers whose vess here	(Shares)
declared invalid	
NIL	NIL

### Item No. 6 - Special Resolution

Approval to deliver document through a particular mode as may be sought by the Member.

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

Number Voted	of	Members	Number of votes cast by them (Shares)	% of total number of valid votes cast
41			2481332	100%

### (II) Voted against the resolution:

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

1 '	Total number of votes cast by them (Shares)
NIL NIL	NIL

### Item No. 7 - Special Resolution

Approval of re-appointment & remuneration of Shri Piyush Mutha (DIN:00424206) as a Managing Director for a period of 2 years w.e.f. 01.04.2017.

### (l) Voted in favour of resolution:

Number	of	Number of votes cast by them (Shares)	% of total number of valid votes cast
Voted 41		 2481332	100%

### (II) Voted against the resolution:

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

### (III) Invalid Votes

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

4. 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.

 The poll papers and all other relevant records were sealed andhanded over to Mr. Sandeep Nema Company Secretary for safe keeping as authorized by the board.

Thanking you, Yours faithfully,

Shilpesh Dalal

Practicing Company Sech

FCS: 5316, CP: 4235

Indore

Date:27.09.2017

# 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

COMBINED REPORT OF SCRUTINISER ON EVOTING AND POLL

To, Chairman, Vippy Spinpro Limited Indore 25<sup>th</sup> AGM held on 27<sup>th</sup> September, 2017

Dear Sir

I Shilpesh Dalal, Practicing Company Secretary have been appointed as Scrutiniser 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 thereunder.

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.

Sr. No. Resolution  St. No. Resolution  Votes casted in favour  Adoption of Financial 21  Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.  Re-appointment of Shri 21  Praneet Mutha (DIN-00424250), who retires by rotation at the this Annual General Meeting and being eligible ,offers himself for re-appointment				Voting by Doll	Poll			Invalid Vote
of Financial 21 for the year ended 1, 2017 and Reports and of Directors and the of Directors and Mutha (DIN-1), who retires by the this Annual Aceting and being ffers himself for re-	E-voting			V VIII.E U)		47-42-	Postor	
Adoption of Financial 21 Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.  Re-appointment of Shri Praneet Mutha (DIN-00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for reappointment	Votes caste	d in Votes	Casted	Votes (	Casted Votes Casted m		Caster	
Adoption of Financial Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.  Re-appointment of Shri Praneet Mutha (DIN-00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for reappointment.		Against		Favour		Against		
Adoption of Financial Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon. Re-appointment of Shri Prancet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re- appointment	_	and the second s			2481332		0	
Statements for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.  Re-appointment of Shri Praneet Mutha (DIN-00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for reappointment.		Z -			7661947			
31st March, 2017 and Reports of the Board of Directors and Auditors thereon.  Re-appointment of Shri Praneet Mutha (DIN-00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for reappointment	year ended	_						
Auditors thereon.  Re-appointment of Shri Praneet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re- appointment	and Reports	_						
Auditors thereon.  Re-appointment of Shri Praneet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re- appointment	irectors and	<u></u>					•	
Re-appointment of Shri Praneet Mutha (DIN- 00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re- appointment					2481332		0	
Pranect Mutha (DIN-00424250), who retires by rotation at the this Annual General Meeting and being eligible, offers himself for reappointment	_	Z –			7001047			
on the this Annual General Meeting and being eligible, offers himself for reappointment	-NO)	_						
rotation at the this Annual General Meeting and being eligible, offers himself for reappointment	retires by							
General Meeting and being eligible, offers himself for reappointment	is Annual							
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Appointment of M/s.R.S. Bansal & Co., Chartered Accountants (Firm Registration No 000939C) as Auditors of the Company, in place of retiring Auditor M/s. Sodani & Co., Chartered Accountant, to hold office for a term of 5 years and	fixing their remuneration.  Appointment of Mrs. Deepa Sudhir Mekal (DIN:05222280) as Independent Director for five consecutive years for a term	upto 30" March 2022.  Approval of re-appointment & remuneration of Shri Mangalore Maruthi Rao (DIN:00775060) as a Whole Time Director for a period of 2	years w.e.f. 28.10.2016 Approval to deliver document through a particular mode as	Approval of re-appointment & remuneration of Shri Piyush Mutha (DIN:00424206) as a Managing Director for a period of 2 years weef 01 04 2017	41.3 W.C.L. VI.
Appointm Bansal & Accounta No 00093 Company Auditor N Charterec	Appoint Sudhir N as Indept consecut	Approva remuner Mangalc (DIN:00	years w. Approva through	Approv remune Mutha ( Managi	70 70
m	4	5	9	7	

Thanking you,
Yours faithfully,
Shilpesh Dalal
Practicing Company Secure

Indore

Date: 27.09.2017