

SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

205-A Anmol Tower, 15/2, Old Palasia,
(Near Navneet Darshan) Indore (M.P.) -452 003
Ph. 0731-2560690 Fax: 0731-2560690
Mob.94250-56686
E-mail : shilpeshdalal@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,
Chairman
Vippy Spinpro Limited
CIN: L01710MP1992PLC007043

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

22nd Annual General Meeting of the Equity Shareholders of Vippy Spinpro Limited on 29th September,
2014 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 14th, August,
2014, 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. 29th August, 2014, there were 9224 Share holders in the company. The evoting
kept open for 3 days from 22nd September, 2014 (9.00 A.M) to 24th September, 2014 (6.00 PM).

At the end of voting period on 24th September, 2014, the voting portal of Service Provider (CDSL) duly
blocked by me. And on 25th September, 2014 the votes case through e-voting facility was duly unblocked
by me as Scrutiniser in presence of Shri Sudhanshu Dixit and Shri Sumit Bansal, witnessed.

Now I,Shilpesh Dalal, Practising Company Secretary, 205-A Anmol Tower, 15/2, Old Palasia,
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 one Share Holder participated in e-voting, holding total Number of 725 Shares.



The result of E-Voting is as under:

Item No. 1-Ordinary Resolution

Adoption of Annual Financial Statement of the Company for the year ended 31st March, 2014 including audited balance sheet as at 31st March, 2014 and the statement of profit and loss for the year ended on that date and Report 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
1	725	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 Mr. Mangalore Maruthi Rao, 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
1	725	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

Reappointment of M/S Sodani & Company, Chartered Accountants, (Regn No. 000880C), as Auditors of the company from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	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

Appointment of Mr. Subhash Kocheta as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

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

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	100

(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 -Ordinary Resolution

Appointment of Mr. Raghuram Krishnamurthy as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	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 -Ordinary Resolution

Appointment of Mr. Mohan Lal Jain as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

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

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	100

(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 -Ordinary Resolution

Appointment of Mr. Shailendra Kumar Jain as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	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. 8 - Ordinary Resolution

Approval of Remuneration of Cost Auditors.

(I) Voted in favour of resolution:

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

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	100

(III) Invalid Votes

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



Item No. 9 – Special Resolution

Authorization u/s 180(1)(c) to borrow money up to ₹ 150 Crores over and above of the aggregate of the paid up share capital and free reserves of the Company.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	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. 10 – Special Resolution

Authorisation u/s 180(1)(a) to mortgage and /or charge on immovable properties of the Company to secure borrowing money in favour of lenders/ trustees up to ₹ 150 Crores.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	725	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

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

Thanking you,
Yours faithfully,

Shilpesh Datar
Practising Company Secretary
FCS: 5316, CP : 4235
Indore
Date: 30.09.2014



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

205-A Anmol Tower, 15/2, Old Palasia,
(Near Navneet Darshan) Indore (M.P.) -452 003

Ph. 0731-2560690 Fax: 0731-2560690

Mob.94250-56686

E-mail : shilpeshdalal@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

22nd Annual General Meeting of the Equity Shareholders of Vippy Spinpro Limited.

Held on 29th September, 2014 at Hotel Amar Vilas, 1, Chandra Nagar, A.B. Road, OppSoni World, Indore.

Dear Sir,

I, Shilpesh Dalal, Practicing Company Secretary, 205-A Anmol Tower, 15/2, Old Palasia, 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 22nd AGM of the Equity Shareholders of Vippy Spinpro Limited, held on 29th September, 2014 at Hotel Amar Vilas, 1, Chandra Nagar, A.B. Road, Opp Sony World, Indore, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and 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 Annual Financial Statement of the Company for the year ended 31st March, 2014 including audited balance sheet as at 31st March, 2014 and the statement of profit and loss for the year ended on that date and Report 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
36	2718502	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 Mr. Mangalore Maruthi Rao, who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of resolution:

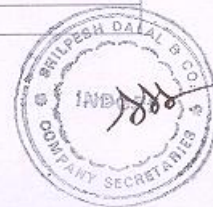
Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	100

(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

Reappointment of M/S Sodani & Company, Chartered Accountants, (Regn No. 000880C), as Auditors of the company from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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

Appointment of Mr. Subhash Kocheta as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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 -Ordinary Resolution

Appointment of Mr. Raghuram Krishnamurthy as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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 -Ordinary Resolution

Appointment of Mr. Mohan Lal Jain as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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 - Ordinary Resolution

Appointment of Mr. Shailendra Kumar Jain as independent director of company, not liable to retire by rotation to hold office for 5 consecutive year.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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. 8 - Ordinary Resolution

Approval of Remuneration of Cost Auditors.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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. 9 – Special Resolution

Authorisation u/s 180(1)(c) to borrow money up to ₹ 150 Crores over and above of the aggregate of the paid up share capital and free reserves of the Company.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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. 10 – Special Resolution

Authorisation u/s 180(1)(a) to mortgage and /or charge on immovable properties of the Company to secure borrowing money in favour of lenders/ trustees up to ₹ 150 Crores.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	2718502	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

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to Shri Jitendra Yadav Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

Shilpesh Dalal
Practicing Company Secretary
FCS: 5316, CP : 4235



Indore

Date: 30.09.2014

SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

205-A Anmol Tower, 15/2, Old Palasia,

(Near Navneet Darshan) Indore (M.P.) -452 003

Ph. 0731-2560690 Fax: 0731-2560690

Mob.94250-56686

E-mail : shilpeshdalal@gmail.com

COMBINED REPORT OF SCRUTINISER ON EVOTING AND POLL

To,
Chairman,
VippySpinpro Limited

22nd AGM held on 29th September, 2014

Dear Sir

I Shilpesh Dalal, Practising 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	E-voting Votes casted in favour	Voting by Poll		Invalid Vote
			Votes Against	Votes Casted in Favour	
1	Adoption of Financial Statement	725	0	2718502	0
2	Appointment of Mr. Mangalore Maruthi Rao	725	0	2718502	0
3	Reappointment of M/S Sodani & Company, Chartered Accountants	725	0	2718502	0



4	Appointment of Mr. Subhash Kocheta as independent director	0	725	2718502	0	0
5	Appointment of Mr. Raghuram Krishnamurthy as independent director	725	0	2718502	0	0
6	Appointment of Mr. Mohan Lal Jain as independent director	0	725	2718502	0	0
7	Appointment of Mr. Shailendra Kumar Jain as independent director	725	0	2718502	0	0
8	Approval of Remuneration of Cost Auditors	0	725	2718502	0	0
9	Approval for borrowing money up to ₹ 150 Crores over and above of the aggregate of the paid up share capital and free reserves of the Company.	725	0	2718502	0	0
10	Approval for mortgaging and /or charging on immovable properties of the Company to secure borrowing money in favour of lenders/ trustees up to ₹ 150 Crores.	725	0	2718502	0	0

Thanking you,
Yours faithfully,


Shripesh Dalal
Practicing Company Secretary
FCS: 5316, CP : 4235



Indore

Date: 30.09.2014