

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 as amended]

To,
The Chairman
Vippy Spinpro Limited
CIN: L01710MP1992PLC007043
414, City Centre,
570, M.G. Road,
Indore-452001, M.P.

Sub: Consolidated Scrutinizer's Report on e-voting Process (Remote e-voting and e-voting during the 29th Annual General Meeting of the Company held on August 30, 2021 through Video Conferencing.

Dear Sir,

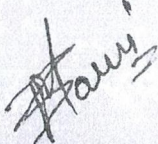
I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, was appointed as Scrutinizer to scrutinize the remote e-voting and e-voting during the 29th Annual General Meeting ('AGM') of Vippy Spinpro Limited ('the Company'), carried out pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Ordinary Business (Item Nos. 1 & 2) and Special Business (Item No. 3, 4, 5 & 6) set forth in the Notice of the 29th AGM of the Company held on Monday, August 30, 2021 at 11:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means, in a fair and transparent manner.

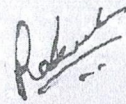


In the view of the continuing COVID-19 pandemic and as per Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated 13th January, 2021 (hereinafter collectively called as MCA Circulars) the Company held the 29th AGM through VC/OAVC, without the physical presence of Members at a Common venue.

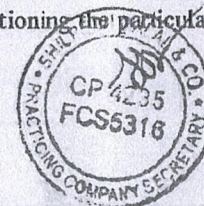
I submit my report as under:

1. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the 29th AGM along with Annual Report 2020-21 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 August 5, 2021.
2. The cutoff date for e-voting was Monday August 23, 2021. 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) and Special Business (Item No. 3, 4, 5 & 6) set forth in the Notice of 29th 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.5,87,00,000/- divided into 58,70,000 equity shares of Rs.10each, 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 10:00 A.M. (IST) on Friday, August 27, 2021 and ended at 5:00 P.M. (IST) on Sunday, August 29, 2021.
6. Members who were present in the 29th AGM through VC/OAVM and have not casted their vote through remote e-voting were allowed to vote through e-voting during the AGM.
7. After the conclusion of e-voting in the 29th AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of Ms. MarviBudhwani and Mr. RakeshVishwkarma, who were not the employees of the Company, and who have signed below as witnesses:


Name: MarviBudhwani
Address: D.M. Tower, Indore


Name: RakeshVishwkarma
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.



54(Fifty Four) Members were present at the 29th AGM through VC as per the Attendance Report generated through NSDL Portal and 74(Seventy Four) Share Holders participated in e-voting, holding total 39,16,966 (Thirty Nine Lacs Sixteen Thousand Nine Hundred and Sixty Six) 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, 2021 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
74	39,16,966	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 Praneet Mutha (DIN-00424250), who retire by rotation and being eligible, offer 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
74	39,16,966	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

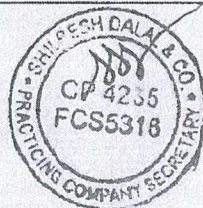
To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022.

Voted infavour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
74	39,16,966	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 – Special Resolution

Re-appointment of Shri Piyush Mutha (DIN-00424206), as a Managing Director 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
74	39,16,966	100%

(II) Voted against the resolution:

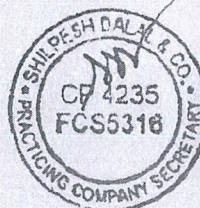
Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(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

Continuation of office of Shri Subhash Kocheta (DIN: 0059610), Independent Director of the Company till his current tenure notwithstanding that Subhash Kocheta will attain age of 75 years on 01.09.2021.



(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
72	3916366	99.99%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	500	0.01%

(III) Invalid Votes

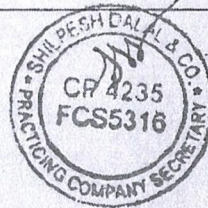
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 6 – Special Resolution

Re-appointment of Smt. Deepa Sudhir Mekal (DIN: 05222280) as Independent Director of the Company for a Second Term of five (5) consecutive years.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
74	39,16,966	100%



(II) Voted against the resolution:


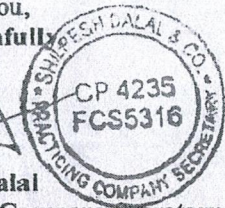
Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

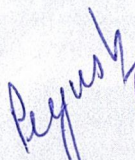

(III) Invalid Votes

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

It is clear from the above voting details that the Ordinary Resolutions (1, 2, & 3) and Special Resolution (4, 5 and 6) have been passed with the requisite majority. Based on this report, the Company may declare the results of the 29th AGM.

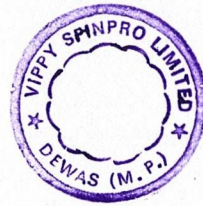
Thanking you,
Yours faithfully,



Shilpesh Dalal
Practicing Company Secretary
FCS: 5316, CP: 4235
UDIN: F005316C000864306
Indore
Date: 31.08.2021



To be counter signed by the Chairman
Date: 31.08.2021
Venue: Dewas

DETAILS OF SHARE AND VOTING RESULTS:

Date of the AGM	30 th August, 2021
Total number of shareholders on record date	8183 Shareholders as on 23 rd August, 2021
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	Total 54 Shareholders (through Video Conferencing) No Proxy
Promoters and Promoter Group:	12
Public	42



Agenda

Agenda- wise disclosure:

ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Resolution required: (Ordinary/ Special)			Ordinary (Ordinary Business)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3908181	0	3908181	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3908181	3908181	0	3908181	0	100%
Public Institutions	E-Voting	3800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3800	0	0	0	0	0
Public Non Institutions	E-Voting	1958019	8785	0	8785	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1958019	8785	0	8785	0	100%
Total		5870000	3916966	0	3916966	0	100%	0



Request

ITEM NO.2: RE-APPOINTMENT OF SHRI PRANEET MUTHA (DIN- 00424250), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Resolution required: (Ordinary/ Special)			Ordinary (Ordinary Business)					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3908181	0	3908181	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3908181	3908181	0	3908181	0	100%
Public Institutions	E-Voting	3800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3800	0	0	0	0	0
Public Non Institutions	E-Voting	1958019	8785	0	8785	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1958019	8785	0	8785	0	100%
Total		5870000	3916966	0	3916966	0	100%	0



Praneet Mutha

ITEM NO.3: APPROVAL OF REMUNERATION OF M/S. M. GOYAL & CO., COST ACCOUNTANTS (FIRM REGISTRATION NO 000051), COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING MARCH 31, 2022.

Resolution required: (Ordinary/ Special)			Ordinary (Ordinary Business)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3908181	0	3908181	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3908181	3908181	0	3908181	0	100%
Public Institutions	E-Voting	3800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3800	0	0	0	0	0
Public Non Institutions	E-Voting	1958019	8785	0	8785	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1958019	8785	0	8785	0	100%
Total		5870000	3916966	0	3916966	0	100%	0



Peyush

ITEM NO.4: RE-APPOINTMENT OF SHRI PIYUSH MUTHA (DIN-00424206), AS A MANAGING DIRECTOR OF THE COMPANY

Resolution required: (Ordinary/ Special)				Special (Special Business)				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3908181	0	3908181	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3908181	3908181	0	3908181	0	100%	0
Public Institutions	E-Voting	3800	0	0	0	0	0	0
	Poll		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 Institutions	E-Voting	1958019	8785	0	8785	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1958019	8785	0	8785	0	100%	0
Total		5870000	3916966	0	3916966	0	100%	0



Piyush

ITEM NO.5: CONTINUATION OF OFFICE OF SHRI SUBHASH KOCHETA (DIN: 0059610), INDEPENDENT DIRECTOR OF THE COMPANY TILL HIS CURRENT TENURE NOTWITHSTANDING THAT SUBHASH KOCHETA WILL ATTAIN AGE OF 75 YEARS ON 01.09.2021.

Resolution required: (Ordinary/ Special)				Special (Special Business)				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3908181	0	3908181	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3908181	3908181	0	3908181	0	100%
Public Institutions	E-Voting	3800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3800	0	0	0	0	0
Public Non Institutions	E-Voting	1958019	8685	0	8185	500	99.99%	0.01%
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1958019	8685	0	8185	500	99.99%
Total		5870000	3916866	0	3916366	500	99.99%	0.01%



Signature

ITEM NO.6 RE-APPOINTMENT OF SMT. DEEPA SUDHIR MEKAL (DIN: 05222280) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS.

Resolution required: (Ordinary/ Special)			Special (Special Business)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3908181	0	3908181	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3908181	3908181	0	3908181	0	100%
Public Institutions	E-Voting	3800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3800	0	0	0	0	0
Public Non Institutions	E-Voting	1958019	8785	0	8785	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1958019	8785	0	8785	0	100%
Total		5870000	3916966	0	3916966	0	100%	0

Date: 31.08.2021

Place: Dewas

Request

Chairman

