



VIPPY SPINPRO LIMITED
TRANSCRIPT OF 01ST EXTRA ORDINARY GENERAL MEETING
FOR THE F.Y.2022-2023

Day: Monday

Date/Time: 02nd May, 2022/11:30 AM

Venue: Through Video Conferencing Facility

Ayushi Solanki (CS)

Good Morning, all of you, I am Ayushi Solanki, Company Secretary of your company, welcome you all on the occasion 01st Extra Ordinary General Meeting for the F.Y. 2022-2023 of your company, which is being held today through video conferencing, in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI.

*I request the Board members present through Video Conferencing to introduce themselves,
Shri Piyush Mutha.*

Shri Piyush Mutha

Good Morning everyone. I am Piyush Mutha, the Chairman and Managing Director of Vippy Spinpro Limited.

I am also the Chairperson of Corporate Social Responsibility Committee of the Company.

I am attending the Meeting from Company's Works Office in Dewas.

CS

Shri Praneet Mutha

Shri Praneet Mutha

Good Morning everyone. I am Praneet Mutha, the Non- Independent- Non- Executive Director of Vippy Spinpro Limited. I am attending the Meeting from Company's Works Office in Dewas.

CS

Shri Raghuram Krishnamurthy

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Good Morning everyone. I am Raghuram Krishnamurthy, the Independent Director of Vippy Spinpro Limited.

I am also the Chairperson of Audit Committee. I am attending the Meeting from my residence at Oman.



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CS

Shri M Maruthi Rao,

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Due to some technical issue M Maruthi Rao is not audible, So I Introduce M Maruthi Rao on his behalf

“Shri M Maruthi Rao is Whole time Director of Vippy industries Limited and he is attending the Meeting from his residence in Indore.

CS

Smt. Deepa Sudhir Mekal

Smt. Deepa Sudhir Mekal

Good Morning everyone. I am Deepa Sudhir Mekal, the Independent Director of Vippy Spinpro Limited. I am also the Chairperson of Stakeholder Relationship Committee I am attending the Meeting from my residence in Pune.

Apart from them, we also have key executives.

Shri Hassan Ali, Chief Financial Officer

Shri Hassan Ali

Good Morning everyone, I am Hassan Ali, the Chief Financial Officer of Vippy Spinpro Limited. I am attending the Meeting from Companies works office in Dewas.

CS

Also we have other key executives and senior management joining from their respective locations. Statutory Auditors, Shri Vijay Bansal, Secretarial Auditor, Shri Shilpesh Dalal and Registrar and Share Transfer Agent, Shri Saurabh Maheshwari have also joined the meeting.

We have the requisite quorum present through video conferencing to conduct the proceeding of the meeting. Participation of members through video conferencing is being reckoned for the purpose of quorum as per the circulars issued by the MCA and Section 103 of the Companies Act, 2013. The quorum being present, with the permission of Chairman Sir, I call this meeting to order.



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I would like to mention that in view of the prevailing situation, social distancing is norm to be followed, and therefore, this EGM today has been convened through video conferencing in compliance with the provisions of the Companies Act, 2013, and various circulars issued by MCA in this regard from time to time.

I would like to highlight certain points here.

- The joining to this meeting opened 15 minutes before the scheduled time of the commencement of the meeting, which is 11:30 am and it will remain open for another 15 minutes after the end of the meeting.
- The facility of participation at the EGM through video conferencing has been made available for 1000 members on first come first serve basis, except for large shareholders, promoters, institutional investors, directors, key-managerial personnel, the chairperson of the audit committee, nomination and remuneration committee, and stakeholders relationship committee as well as the auditors who are allowed to attend the EGM without any restrictions on account of first come first serve basis.
- Subsequent to the MCA circular of 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the body corporate is entitled to appoint authorized representatives to attend the EGM through VC, and cast their votes through e-voting. The registered office of the company situated at Indore shall be deemed as the venue for this EGM and proceedings of the EGM shall be deemed to be made there at.
- Members can also post their views or questions on the “Ask a question” tab on their video conference screens. The moderator will facilitate this session once the Chairman opens the floor for questions and answers. It may be noted that the Company reserves the right to limit the number of members asking questions depending on the availability of time at the EGM. The Chairman would be responding to such queries before the end of the meeting.

With this, I now hand over the proceedings to the Chairman Sir to address to the members.

Thank you



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Chairman's speech – Shri Piyush Mutha

Dear Members,

A very Good morning to all of you

Welcome to the 01st Extra Ordinary General Meeting of the financial year 2022-23 of your Company. I hope that you and your families are healthy and safe. I want to thank you all for making the time to join us.

This meeting is called to transact some urgent businesses which couldn't be postponed.

I request Company Secretary, to take up the resolutions as set forth in the Notice.

CS

Thank you, Sir.

I am pleased to bring to your notice that, pursuant to Companies Act, 2013, the Company has provided facility for voting by electronic means to all its members to enable them to cast their votes electronically. The Company provided remote e-voting facility to all the persons who were members on 25th April, 2022 being the cutoff date for vote on both resolutions set out in the notice of EGM.

DETAILS WITH RESOLUTION

Agenda item:-

SPECIAL BUSINESS

ITEM NO. 1:-

RE-APPOINTMENT OF SHRI MANGALORE MARUTHI RAO

The Board of Directors recommended re-appointment of Shri Mangalore Maruthi Rao as Whole Time Director of the Company for a period of 2 years w.e.f. 28th October, 2022.



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The text of the resolutions along with statement as required under section 102 of Companies Act, 2013 is provided in the Notice circulated to the members.

ITEM NO. 2:-

APPOINTMENT OF SHRI MANISH JHANWAR (DIN-05312225) AS INDEPENDENT DIRECTOR

The Board of Directors recommends to appoint Shri Manish Jhanwar as Independent Director of the Company for a period of 5 consecutive year's w.e.f. 02nd May, 2022.

The text of the resolutions along with statement as required under section 102 of Companies Act, 2013 is provided in the Notice circulated to the members.

ITEM NO. 3:-

ALTERATION IN CLAUSE 19 OF MEMORANDUM OF ASSOCIATION

It is recommended to alter clause 19 of memorandum of association.

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

ITEM NO. 4:-

ALTERATION IN CLASUE NO. 72 OF ARTICLE OF ASSOCIATION:

It is recommended to alter clause 72 of Article of Association to expedite the procedure for election of Chairman.

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members.

Ayushi Solanki

Now, I read out the questions we have received in "Ask a question" tab and request to Chairman Sir to answer the same. There are no Questions asked during the meeting.



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Members may note that the voting on the NSDL platform will continue to be available for the next 15 minutes. Therefore, members who have not cast their vote yet are requested to do so. We had total 51 members participating today in this the 01st Extra Ordinary General Meeting for the F.Y.2022-2023. We are grateful to all our members who are joined us by video conferencing. Thank you all for attending the meeting and;

I hereby declare the proceedings as closed.

Also I would like to express my thanks to everyone who joined us in this Meeting and see you in AGM."

Thank you so much everyone!
