

SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

205-A Anmol Tower, 15/2, Old Palasia,
(Near Navneet Darshan) 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]

To,
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

23rd Annual General Meeting of the Equity Shareholders of Vippy Spinpro Limited on 21st September, 2015 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 25th, May , 2015, 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. 14thSeptember, 2015, there were 9221Share holders in the company. The e-voting kept open for 3 days from 16th September, 2015 (9.00 a.m) to 18th September, 2015 (5.00 p.m.).

At the end of voting period on 18th September, 2015, the voting portal of Service Provider (CDSL) duly blocked by me. And on 18th September, 2015 the votes case through e-voting facility was duly unblocked by me as Scrutiniser in presence of Shri Sudhanshu Dixit and Shri Sumeet Bansal, witnessed.

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



The result of E-Voting is as under:

Item No. 1-Ordinary Resolution

Adoption of Financial Statements of the Company for the year ended 31st March,2015 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
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
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 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
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
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

Re-appointment of M/S Sodani & Company, Chartered Accountants, (Firm 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
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
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 Smt. Deepa Sudhir Mekal (DIN-05222280) as Woman 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
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
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

Re-appointment of Shri Mangalore Maruthi Rao (DIN-00775060) as Whole Time Director of 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
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
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

Re-appointment of Shri Piyush Mutha (DIN:00424206) as a Managing Director of 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
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
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

Thanking you,

Yours faithfully,

Shilpesh Dalal
Practising Company Secretary
FCS: 5316, CP : 4235
Indore
Date: 21.09.2015



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

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

23rd Annual General Meeting of the Equity Shareholders of Vippy Spinpro Limited ,held on 21st September, 2015 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 23rd AGM of the Equity Shareholders of Vippy Spinpro Limited, held on 21st September, 2015 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 Financial Statements of the Company for the year ended 31st March,2015 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
36	3095937	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 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	3095937	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, (Firm 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	3095937	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 Smt. Deepa Sudhir Mekal (DIN-05222280) as Women 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
36	3095937	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

Re-appointment of Shri Mangalore Maruthi Rao (DIN-00775060) as Whole Time Director of 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	3095937	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

Re-appointment of Shri Piyush Mutha (DIN:00424206) as a Managing Director of 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	3095937	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

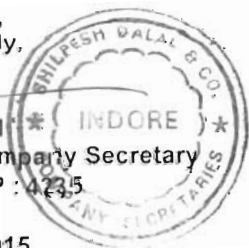
(III) Invalid Votes

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 Ms. Sanju Patel Company Secretary & CFO for safe keeping as authorized by the board.

Thanking you,
Yours faithfully,

Shilpesh Dala
Practicing Company Secretary
FCS: 5316, CP : 4235
Indore
Date: 21.09.2015



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

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COMBINED REPORT OF SCRUTINISER ON EVOTING AND POLL

To,
Chairman,
VippySpinpro Limited
Indore

23rdAGM held on 21st September, 2015

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	E-voting		Voting by Poll		Invalid Vote	
		Votes casted in favour	Votes Against	Votes Casted in Favour	Votes Against	Casted	Invalid
1	Adoption of Annual Financial Statements for the year ended 31 st March,2015 and Reports of Board of Directors and Auditors thereon.	Nil	Nil	3095937	0	0	0
2	Re-appointment of Shri Praneet Mutha, (DIN:00424250) who retires by rotation and being eligible, offers himself for re-appointment.	Nil	Nil	3095937	0	0	0



3	Re-appointment 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	Nil	Nil	3095937	0	0
4	Appointment of Smt. Deepa Sudhir Mekal (DIN-05222280) as Women Director of the Company	Nil	Nil	3095937	0	0
5	Re-appointment of Shri Mangalore Maruthi Rao (DIN-00775060) as Whole Time Director of Company	Nil	Nil	3095937	0	0
6	Re-appointment of Shri Piyush Mutha (DIN:00424206) as a Managing Director of Company	Nil	Nil	3095937	0	0

Thanking you,
Yours faithfully,



Shripesh Datta
Practising Company Secretary
FCS: 5316, CP : 4235

Indore

Date: 21.09.2015