

42nd
Annual Report & Accounts
2015-16



VIPPY INDUSTRIES LTD.

An ISO 9001:2008 Certified Company



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| Board of Directors | : Shri Rahul Mutha (Managing Director) Shri Praneet Mutha (Joint Managing Director) Dr. K. Savagaon Shri Sajeve Deora Dr. Shailendra Karnawat Smt. Usha Mutha (Woman Director) Shri Pradeep Pandurang Mahajan |
| Auditors | : M/s. Sodani & Company Chartered Accountants |
| Cost Auditors | : M/s. M. Goyal & Company |
| Sr. Manager (Legal) & Company Secretary | : Shri Prakash Chakrawarti |
| Registered Office | : 28 , Industrial Area, A.B. Road, Dewas- 455001 (M.P.) Phone: 07272-258545, 6 Fax: 07272-258552 |
| Works Office | : 28, 29 & 30 Industrial Area, A.B. Road, Dewas -455001 (M.P.) Phone: 07272-258545,6 Fax: 07272-258552 |
| Registrar & Share Transfer Agent | : Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P.)-452010 Ph. 0731-4281333,4065799,4065797 Fax No. 0731- 4065798 |

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NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Company will be held on Friday, 30th day of September, 2016 at 9.30 a.m. at the Registered Office of the Company situated at 28, Industrial Area, A. B. Road, Dewas-455001 (M. P.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone & consolidated Financial Statements of the Company for the year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Usha Mutha (DIN: 00409255) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution relating to re-appointment of the Auditors of the Company :

“RESOLVED THAT M/s. Sodani & Co., Chartered Accountants (Firm Registration No. 000880C), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to do Statutory Audit of the Company's accounts including its branch offices for the Financial Year 2016-17 on a remuneration as may be fixed by the Board of Directors of the Company and that be paid, in addition, out of pocket and/or travelling expenses as may incur in carrying out their duties as such Auditors.”

SPECIAL BUSINESS

4. To appoint Shri Pradeep Pandurang Mahajan (DIN: 07523147) as Independent Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Pradeep Pandurang Mahajan (DIN: 07523147), who was appointed as a Independent Director as an Additional Director who holds office upto the date of Annual General Meeting and respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Independent Director of the Company to hold office for five consecutive years for a term up to 17th June 2021 and whose office shall not be liable to retire by rotation.”

5. To approve the remuneration of the Cost Auditors for the financial year ended 31st March, 2017 and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M.Goyal & Co., Cost Accountants, Jaipur, (Reg. No. 000051) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-



enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the consent of the Company be and is hereby accorded for the re-appointment of Shri Praneet Mutha (DIN- 00424250), as a Whole Time Director, designated as Joint Managing Director for a period of two (2) years w.e.f 01.04.2016 on the terms and conditions of appointment including remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT the remuneration as set out in the enclosed statement be paid as minimum remuneration to Shri Praneet Mutha.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such act, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper.”

By Order of the Board
For Vippy Industries Ltd.

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary

Place: Dewas
Date: 27th August, 2016
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area, A.B. Road,
Dewas- 455001 (M.P.)
Tele: 07272-258545, 6 Fax: 07272-258552
Email: admin@vippysoya.com
website: www.vippysoya.com

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
3. The register of members and share transfer books will remain closed from Saturday, 24th day of September, 2016 to Friday 30th day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. Members/proxies who wish to attend the meeting are requested to bring the attendance slip duly filled and deliver the same at the entrance of the Meeting Hall.
5. Members who hold the shares in dematerialized form are requested to bring details of their DP and client ID number for easier identification and attendance at the meeting.
6. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. The route map showing directions to reach the venue of the 42nd AGM is annexed.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



9. The Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Annual Report 2015-16 will also be available on the Company's website viz. www.vippysoya.com.
10. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
11. The Board of Directors has appointed Shri Shilpesh Dalal of M/s. Shilpesh Dalal & Co., Practicing Company Secretaries (Membership No. FCS 5316) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
12. The facility for voting, by polling paper shall be available at the AGM and The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
13. Members are requested to notify immediately any change of address to their depository Participant(DPs) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agent (RTA), M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore(M.P.)-452010, in respect of their physical share folio, if any.
14. Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
15. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman in writing who shall countersign the same.
16. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vippysoya.com within three days of the passing of the resolutions at the AGM of the Company & website of CDSL.
17. Voting through electronic means
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at 42nd Annual general Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The Company has entered into an arrangement with Central Depository Services Limited for facilitating e-voting for AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th day of September 2016 at 9.00 a.m. and ends on Thursday, 29th day of September, 2016 at 5.00 p.m.
During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd day of September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evoting.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

NOTE: Please keep the sequence number in safe custody for future e-voting.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Vippy Industries Ltd on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Shri Pradeep Pandurang Mahajan, is B.V.Sc. and M.V.Sc. Nutrition. He has working experience of 20 years as animal nutritionist with major animal feed manufacturers and allied businesses.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Pradeep Pandurang Mahajan is appointed as an Independent Director (Additional Director) for 5 consecutive years up to 17th June, 2021 subject to approval of shareholders at ensuing Annual General Meeting. A notice has been received along with deposit of requisite amount from a member proposing Shri Pradeep Pandurang Mahajan as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Pradeep Pandurang Mahajan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Pradeep Pandurang Mahajan as an Independent Director.

None of the Directors / Key Managerial Personnel (KMP) of the Company / their relatives are in any way, concerned or interested, financially or otherwise in these resolutions.

The Board of Directors recommends the said resolutions set out at item nos. 4 of the notice for your approval by ordinary resolution.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. M.Goyal & Co., Cost Accountants, Jaipur, (Reg. No.000051) the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2016-17 at a remuneration of ₹45000/- in addition to out of pocket and/or travelling expenses as may incur in carrying out their duties as such Cost Auditors, in accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the said resolution set out at item no.5 of the notice.

The Board of Directors recommends the said resolution set out at item no.5 of the notice for your approval by Ordinary Resolution.

Item No. 6

After considering the present scenario, size and nature of operations of the Company and wide experience and knowledge of Shri Praneet Mutha in the soya extraction industry, the Nomination & Remuneration Committee approved the terms, conditions including remuneration as per Company's Remuneration Policy and recommended to the Board of Directors for the re-appointment of Shri Praneet Mutha as the Whole Time Director designated as Joint Managing Director w.e.f. 01st April, 2016 for the further period of 2 years, whose terms has expired on 31.03.2016.

The Board of Directors has considered that under his tenure the Company has benefited in its overall operations & his devotion, vision and experience are essential for the continuing growth of the Company. Hence the Board of Directors at their meeting held on 11.03.2016 re-appointment him as a Whole Time Director designated as Joint Managing Director of the Company w.e.f. 01st April, 2016 for the further period of 2 years on the following terms and conditions including remuneration :



- I. Basic Salary: ₹5,25,000/- (Rupees Five Lacs Twenty Five Thousands) per month in the Scale of ₹5,25,000/- ₹50,000/- ₹5,75,000/- Annual Increment of ₹50,000/- shall be payable on 1st April each year.
- II. Perquisites & Allowances: subject to ceiling of ₹ 10.00 Lacs per annum.
 - a) Electricity: Expenditure incurred on Water & Electricity at residence will be provided by the Company and shall be valued as per the Income Tax Rules 1962.
 - b) Leave: Leave as per the Rules of the Company.
 - c) Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and family subject to a ceiling of one month's salary or two months' salary over a period of two years, as per rules of the Company.
 - d) Club Fees: Payment of Club Fees, Subject to a maximum of two clubs excluding life membership fees.
 - e) Telephone: Free Telephone and mobile facility at residence for official use.
 - f) Car with Driver: Free use of one car with driver for official use.
 - g) Personal Accident Insurance: payment of personal accident insurance premium.
 - h) Other benefits, perquisites and allowance as specified from time to time as per Company's Rules.

Contribution to provident fund to the extent not taxable under the Income Tax Act 1961, and Gratuity as per rules of the Company are excluded from the aforesaid limits.

Sitting fees will not be paid for attending meetings of the Board of Directors or Committee thereof.

Except Shri Praneet Mutha himself & Smt. Usha Mutha, Woman Director (mother of Shri Prannet Mutha) none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution set out at item no.6 of the notice.

Board of Directors recommends resolution, as set out in item No. 6 of the notice for your approval by Ordinary Resolution.

By Order of the Board
For Vippy Industries Ltd.

Place: Dewas
Date: 27th August, 2016
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area, A.B. Road,
Dewas- 455001 (M.P.)
Tele: 07272-258545, 6 Fax: 07272-258552
Email: admin@vippysoya.com
website: www.vippysoya.com

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary



Route Map-Venue of 42nd Annual General Meeting of the Company

