



## REPORT ON CLAUSE 35A OF THE LISTING AGREEMENT

Date of Annual General Meeting	24 <sup>th</sup> July 2015
Book Closure Date	14 <sup>th</sup> July 2015 to 24 <sup>th</sup> July 2015
Total Number of Shareholders on Book Closure date	46043
No. of shareholders present in the meeting either in person or through Proxy	34
Promoters and Promoter Group	1
Public	33
No. of shareholders attended the meeting through video conferencing	Not applicable
Promoters and Promoter Group	
Public	

### Details of Agenda

The detailed agenda items that were transacted by E-voting/ Poll are attached as Annexure in the required format.

Yours faithfully,  
For V.I.P. Industries Limited

**Shreyas Trivedi**  
General Manager – Legal &  
Company Secretary

Resolution No. 1: Ordinary Resolution: Consider and adopt the audited Financial Statements on standalone and consolidated for the year 31<sup>st</sup> March, 2015

Promoter/ Public	No. of Shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = (2)/(1)	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on Votes polled (6)= (4)/(2)*100	% of Votes Against on Votes Polled (7)= (5)/(2)*100
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Mode Of Voting (E-Voting)

Promoter and Promoter Group	74096520	71762295	96.85	71762295	0	100	0
Institutional holders	24672834	18940126	76.77	18940126	0	100	0
Public	42547961	10408	0.02	10408	0	100	0
Total (A)	141317315	90712829	64.19	90712829	0	100	0

Mode of Voting (Poll)

Promoter and Promoter Group	74096520	1752955	2.37	1752955	0	100	0
Institutional holders	24672834	768843	3.12	768843	0	100	0
Public	42547961	2471	0.01	2471	0	100	0
Total (B)	141317315	2524269	1.79	2524269	0	100	0

Result of Voting: Merged (E-Voting+Poll)

Promoter and Promoter Group	74096520	73515250	99.22	73515250	0	100	0
Institutional holders	24672834	19708969	79.89	19708969	0	100	0
Public	42547961	12879	0.03	12879	0	100	0
Total (A+B)	141317315	93237098	65.98	93237098	0	100	0



Resolution No. 2: Ordinary Resolution: Confirmation of interim Dividend on equity shares for the financial year 2014-15

Promoter/ Public	No. of Shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = (2)/(1)	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on Votes polled (6)= (4)/(2)*100	% of Votes Against on Votes Polled (7)= (5)/(2)*100
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Mode of Voting (E-Voting)

Promoter and Promoter Group	74096520	71762295	96.85	71762295	0	100	0
Institutional holders	24672834	18940126	76.77	18940126	0	100	0
Public	42547961	10408	0.02	10407	1	99.99	0.01
Total (A)	141317315	90712829	64.19	90712828	1	99.99	0.01

Mode of Voting (Poll)

Promoter and Promoter Group	74096520	1752955	2.37	1752955	0	100	0
Institutional holders	24672834	768843	3.12	768843	0	100	0
Public	42547961	2471	0.01	2471	0	100	0
Total (B)	141317315	2524269	1.79	2524269	0	100	0

Result of Voting: Merged (E-Voting+Poll)

Promoter and Promoter Group	74096520	73515250	99.22	73515250	0	100.00	0
Institutional holders	24672834	19708969	79.88	19708969	0	100.00	0
Public	42547961	12879	0.03	12878	1	99.99	0.01
Total (A)	141317315	93237098	65.98	93237097	1	99.99	0.01



Resolution No. 3: Ordinary Resolution: Declaration of Final Dividend for the financial year 2014-15

Promoter/ Public	No. of Shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = (2)/(1)	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on Votes polled (6)= (4)/(2)*100	% of Votes Against on Votes Polled (7)= (5)/(2)*100
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Mode Of Voting (E-Voting)

Promoter and Promoter Group	74096520	71762295	96.85	71762295	0	100	0
Institutional holders	24672834	18940126	76.77	18940126	0	100	0
Public	42547961	10408	0.02	10407	1	99.99	0.01
Total (A)	141317315	90712829	64.19	90712828	1	99.99	0.01

Mode of Voting (Poll)

Promoter and Promoter Group	74096520	1752955	2.37	1752955	0	100	0
Institutional holders	24672834	768843	3.12	768843	0	100	0
Public	42547961	2471	0.01	2471	0	100	0
Total (B)	141317315	2524269	1.79	2524269	0	100	0

Result of Voting: Merged (E-Voting+Poll)

Promoter and Promoter Group	74096520	73515250	99.22	73515250	0	100	0
Institutional holders	24672834	19708969	79.88	19708969	0	100	0
Public	42547961	12879	0.03	12878	1	99.99	0.01
Total (A+B)	141317315	93237098	65.98	93237097	1	99.99	0.01

Resolution No. 4: Ordinary Resolution: Re-appointment of Mr. Dilip G Piramal as a Director

Promoter/ Public	No. of Shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = (2)/(1)	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on Votes polled (6)= (4)/(2)*100	% of Votes Against on Votes Polled (7)= (5)/(2)*100
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Mode Of Voting (E-Voting)

Promoter and Promoter Group	74096520	71762295	96.85	71762295	0	100	0
Institutional holders	24672834	18940126	76.77	18540386	399740	97.89	2.11
Public	42547961	10408	0.02	10383	25	99.76	0.24
Total (A)	141317315	90712829	64.19	90313064	399765	99.56	0.44

Mode of Voting (Poll)

Promoter and Promoter Group	74096520	1752955	2.37	1752955	0	100	0
Institutional holders	24672834	768843	3.12	768843	0	100	0
Public	42547961	2471	0.01	2471	0	100	0
Total (B)	141317315	2524269	1.79	2524269	0	100	0

Result of Voting: Merged (E-Voting+Poll)

Promoter and Promoter Group	148193040	73515250	49.61	73515250	0	100	0
Institutional holders	49345668	19708969	39.94	19309229	399740	97.97	2.03
Public	85095922	12879	0.02	12854	25	99.81	0.19
Total (A+B)	282634630	93237098	32.99	92837333	399765	99.57	0.43

Resolution No. 5: Ordinary Resolution: Appointment of Statutory Auditors

Promoter/ Public	No. of Shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = (2)/(1)	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on Votes polled (6)= (4)/(2)*100	% of Votes Against on Votes Polled (7)= (5)/(2)*100
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Mode Of Voting (E-Voting)

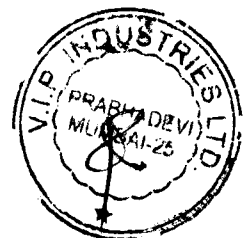
Promoter and Promoter Group	74096520	71762295	96.85	71762295	0	100	0
Institutional holders	24672834	17510441	70.97	17510441	0	100	0
Public	42547961	10408	0.02	10408	0	100	0
Total (A)	141317315	89283144	63.18	89283144	0	100	0

Mode of Voting (Poll)

Promoter and Promoter Group	74096520	1752955	2.37	1752955	0	100	0
Institutional holders	24672834	768843	3.12	768843	0	100	0
Public	42547961	2471	0.01	2471	0	100	0
Total (B)	141317315	2524269	1.79	2524269	0	100	0

Result of Voting: Merged (E-Voting+Poll)

Promoter and Promoter Group	74096520	73515250	99.22	73515250	0	100	0
Institutional holders	24672834	18279284	74.09	18279284	0	100	0
Public	42547961	12879	0.03	12879	0	100	0
Total (A+B)	141317315	91807413	64.97	91807413	0	100	0



Resolution No. 6: Ordinary Resolution: Appointment of Mr. Amit Jatia as an Independent Director

Promoter/ Public	No. of Shares held (1)	No. of votes Polled (2)	% of Votes polled on Outstanding shares (3) = (2)/(1)	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on Votes polled (6)= (4)/(2)*100	% of Votes Against on Votes Polled (7)= (5)/(2)*100
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Mode Of Voting (E-Voting)

Promoter and Promoter Group	74096520	71762295	96.85	71762295	0	100	0
Institutional holders	24672834	18940126	76.77	18940126	0	100	0
Public	42547961	10408	0.02	10408	0	100	0
Total (A)	141317315	90712829	64.19	90712829	0	100	0

Mode of Voting (Poll)

Promoter and Promoter Group	74096520	1752955	2.37	1752955	0	100	0
Institutional holders	24672834	768843	3.12	768843	0	100	0
Public	42547961	2471	0.01	2471	0	100	0
Total (B)	141317315	2524269	1.79	2524269	0	100	0

Result of Voting: Merged (E-Voting+Poll)

Promoter and Promoter Group	74096520	73515250	99.22	73515250	0	100	0
Institutional holders	24672834	19708969	79.88	19708969	0	100	0
Public	42547961	12879	0.03	12879	0	100	0
Total (A+B)	141317315	93237098	65.98	93237098	0	100	0



Partners  
Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

**CS Ragini Chokshi & Co.**  
Company Secretaries

Tel. 022-22831120  
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.  
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date 24/07/2015

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairperson of 48<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of V.I.P Industries Limited held on Friday 24<sup>th</sup> July, 2015 at 3.30 p.m. at NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34, Kamer Bldg, 5<sup>th</sup> Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as the Scrutinizer by the Board of Directors of V.I.P Industries Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 48<sup>th</sup> AGM of the Equity Shareholders of the Company held on Friday 24<sup>th</sup> July, 2015 at 3.30pm at NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007.

The Notice dated 14<sup>th</sup> May, 2015 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.





The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 17<sup>th</sup> July, 2015 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

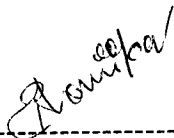
The period for remote e-voting commenced on Wednesday, 21<sup>st</sup> July, 2015 at 9.00am (IST) and ended on Friday, 23<sup>rd</sup> July, 2015 at 5.00pm. (IST).

On 23<sup>rd</sup> July, 2015, after the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

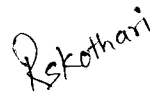
Further, the Chairperson announced the poll at the AGM for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairperson, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 building, Carmichael Road, Pedder Road, Mumbai 400026.) who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



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Name: Bhaviika Bharat Jain



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Name: Rupa Kothari

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Road, Thakurdwar Road, Atmaram Building , 3<sup>rd</sup> floor, Rn.25 Mumbai-400 002.) and Ms. Rupa Kothari (Residing at 23, Shanti 1 building,



Carmichael Road, Pedder Road, Mumbai 400026.). They have signed below in confirmation of the votes being unblocked in their presence.

*Bhaviika*

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Name: Bhaviika Bharat Jain

*Rskothari*

-----  
Name: Rupa Kothari

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the AGM.

**The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:**

**Resolution No.1: Ordinary:** Consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis for the financial year ended 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	44	90712829	100
Physical Ballot	33	2524269	100
Total	77	93237098	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	1	415655

**Resolution No.2: Ordinary:** Confirmation of payment of interim dividend on equity shares for the financial 2014-15

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	43	90712828	99.99
Physical Ballot	33	2524269	100
Total	76	93237097	99.99

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.01
Physical Ballot	0	0	0
Total	1	1	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	1	415655



**Resolution No.3: Ordinary:** Declaration of final dividend on equity shares for the financial year 2014-15.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	43	90712828	99.99
Physical Ballot	33	2524269	100
Total	76	93237097	99.99

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.01
Physical Ballot	0	0	0
Total	1	1	0.01

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	1	415655

**Resolution No.4: Ordinary:** Re-appointment of Mr. Dilip G. Piramal, Director who retires by rotation.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	42	90313064	99.56
Physical Ballot	33	2524269	100
Total	75	92837333	99.57



(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	399765	0.44
Physical Ballot	0	0	0
Total	2	399765	0.43

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	1	415655

**Resolution No.5: Ordinary:** Appointment of Statutory Auditors of the Company.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	40	89283144	100
Physical Ballot	33	2524269	100
Total	73	91807413	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	1	415655

**Resolution No.6: Ordinary:** Appointment of Mr. Amit Jatia as an Independent Director

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	44	90712829	100
Physical Ballot	33	2524269	100
Total	77	93237098	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	1	415655



The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Place: Nasik

**FOR RAGINI CHOKSHI & CO.**

Date: 24/07/2015

*M. R. Chokshi*

**MRS. RAGINI CHOKSHI**

(Partner)

C.P. Number : 1436

Membership number:2390

**FOR V.I.P. INDUSTRIES LIMITED**

*R. Piramal*

**RADHIKA PIRAMAL  
CHAIRPERSON OF THE  
48<sup>TH</sup> ANNUAL GENERAL MEETING**