

Partners
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RaginiChokshi&Co.
CompanySecretaries

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Date: 08/07/2014

Scrutinizer Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairperson,

47th Annual General Meeting (AGM) of the Equity Shareholders of V.I.P. INDUSTRIES LIMITED held on 10th day of July, 2014 at 12.00 noon at "NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007.

Dear Madam,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretary Firm having its registered office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of V.I.P. INDUSTRIES LIMITED ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 47th Annual General Meeting of the Equity Shareholders of V.I.P. INDUSTRIES LIMITED held on 10th day of July, 2014 at 12.00 noon at "NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007 . We submit our report as under:

1. The e-voting period remained open from Friday, 04th July, 2014 at 9:00 a.m. to Sunday, 06th July, 2014 at 6.00 p.m.
2. The Shareholders holding shares as on "Cut off" date i.e. on 30th May, 2014 were entitled to vote on the proposed resolutions (Item nos. 1 to 12 as set out in the Notice of the 47th AGM of V.I.P. INDUSTRIES LIMITED.)
3. The votes were unblocked on 07th July, 2014 around 11.44 a.m. in the presence of two witnesses, Ms. Bhaviika Bharat Jain (Residing at 340, J. S. S. Road, Thakurdwar Road, Atmaram Building, 3rd Floor, Room No:25 Mumbai-400 002) and Mr.Shivram ArjunRao Mattaparthi (Residing at R.no-6, Clera Chawl, S.M.Road, Bhimwadi Wadala(E),Mumbai-400037) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Bhaviika

Name: Bhaviika Bharat Jain

Mr. Shivram

Name: Mr.Shivram Mattaparthi

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited".
5. Details of e-voting as under:

Resolution No.1: Ordinary Resolution: Consider and adopt the audited Balance Sheet as at 31st March, 2014 the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.



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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
54	84813077	99.9945

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
2	4685	0.0055

(iii) **Invalid** votes:

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

Resolution No.2: Ordinary Resolution: Confirmation of Payment of interim dividend on equity shares for the financial Year 2013-14.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
57	85422686	100



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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% 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
NIL	NIL

Resolution No.3: Ordinary Resolution: Declaration of final dividend on equity shares for the financial year 2013-14.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
56	85422684	100

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% 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
NIL	NIL

Resolution No.4: Ordinary Resolution: Not to fill vacancy caused by Mr. Vivek Nair not seeking re-appointment on retirement by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
50	85417610	99.9941

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
6	5074	0.0059

(iii) **Invalid votes:**

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



Resolution No.5: Ordinary Resolution: Appoint Statutory Auditors of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
40	75181888	88.6393

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
15	9635872	11.3607

(iii) **Invalid** votes:

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

Resolution No.6: Ordinary Resolution: Appointment of Mr. G.L. Mirchandani as an Independent Director of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
54	85417804	99.9943



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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
2	4880	0.0057

(iii) **Invalid** votes:

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

Resolution No.7: Ordinary Resolution: --Appointment of Mr. D.K. Poddar as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
48	84139480	98.4978

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
8	1283204	1.5022



(iii) **Invalid** votes:

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

Resolution No.8: Ordinary Resolution: Appointment of Mr. Vijay Kalantri as an Independent Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
47	84744154	99.2057

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
8	678480	0.7943

(iii) **Invalid** votes:

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

Resolution No.9: Ordinary Resolution: Appointment of Mr. Nabankur Gupta as an Independent Director .



(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
52	85417126	99.9943

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
3	4885	0.0057

(iii) Invalid votes:

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

Resolution No.10: Ordinary Resolution: Appointment of Mr.Rajeev Gupta as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
52	85417451	99.9943



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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
3	4885	0.0057

(iii) **Invalid** votes:

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

Resolution No.11: Ordinary Resolution: Re-appointment of Mr. Ashish K. Saha as a Whole-time Director designated as Director-Works of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
55	85417956	99.9945

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
1	4680	0.0055



(iii) **Invalid** votes:

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

Resolution No.12: Ordinary Resolution: Fixing Remuneration payable to the Cost Auditors.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
55	85417806	99.9943

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
2	4880	0.0057..

(iii) **Invalid** votes:

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

6. 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.



7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman 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,
For Ragini Chokshi & Co.

R. K. Chokshi



Mrs. Ragini Chokshi
Partner
Membership No. 2390
C.P. No. 1436

V.I.P INDUSTRIES LIMITED

Prabhadevi
CHAIRPERSON
(47th AGM)

