

Partners
Mrs. Ragini Chokshi
Mr. Girish M. Desai
Mr. Makarand Patwardhan



Ragini Chokshi & Co.
Company Secretaries

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Date: 10/07/2014

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To
The Chairperson,

**47th Annual General Meeting (AGM) of the Equity Shareholders of VIP
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, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 47th Annual General Meeting of the Equity Shareholders of VIP INDUSTRIES LIMITED, held on 10th day of July, 2014 at 12.00 noon at "NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.
3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is 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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	100

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

Number of members present and voting (in person or by proxy)	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.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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	100

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

Number of members present and voting (in person or by proxy)	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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	100

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

Number of members present and voting (in person or by proxy)	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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	100



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

Number of members present and voting (in person or by proxy)	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.5: Ordinary Resolution: Appoint Statutory Auditors of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
33	312598	25.2345

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
2	926175	74.7655

(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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	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.7: Ordinary Resolution: – Appointment of Mr.D.K.Poddar as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
33	312598	25.2345



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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
2	926175	74.7655

(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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
33	312598	25.2345

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
2	926175	74.7655

(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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	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.10: Ordinary Resolution: Appointment of Mr.Rajeev Gupta as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	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.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 present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	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.12: Ordinary Resolution: Fixing Remuneration payable to the Cost Auditors.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
35	1238773	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

5. 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.



6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Place: Mumbai

Date: 10th July 2014.

Yours faithfully,
FOR RAGINI CHOKSHI & CO.



R. K. Chokshi

MRS. RAGINI CHOKSHI
(Partner)
C.P. Number :1436
Membership number:2390

V.I.P INDUSTRIES LIMITED

x *R. K. Chokshi*

CHAIRPERSON

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