



VIPPY SPINPRO LTD.

14-A, Industrial Area, A.B. Road, Dewas 455 001 (M.P.) India. Phone: +91-7272-258251-52, Fax: +91-7272-400121
Email: admin@vippyspinpro.com, Web : www.vippyspinpro.com

VSL/2023-24/855

22nd August, 2023

To,
Department of Corporate Services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001 IN

Subject: Disclosure of Scrutinizer Report and Voting Results of the Postal ballot under regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Scrip Code: 514302

Dear Sir/Madam,

In compliance with Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, we are enclosing herewith the Report of the Scrutinizer in respect of remote e-voting done on Special Business contained in the Postal Ballot notice dated 19th July, 2023.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the details of e-voting results of the said Postal Ballot.

The aforesaid reports and e-voting results are also being uploaded on the website of the Company at www.vippyspinpro.com

Kindly acknowledge the receipt and take it on your record.

Thanking You,
Yours faithfully,
For **VIPPY SPINPRO LIMITED**

Pulkit Maheshwari
CS, Compliance Officer & CFO
M.No.: A68690

Encl: a/a



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

**219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,
Janjeer Wala Square, Indore (M.P.) -452 003**

Ph. 0731-4094803 Fax: 0731-2560690

Mob.94250-56686

E-mail : csshilpeshdalal@gmail.com

SCRUTINIZER'S REPORT

To,
The Managing Director
Vippy Spinpro Limited
CIN: L01710MP1992PLC007043
414, City Centre,
570, M.G. Road,
Indore-452001, M.P.

Subject: Scrutinizer's Report on Postal Ballot (including voting through electronic means) in respect of passing of Resolutions through postal ballot (including voting through electronic means) in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Sir,

In terms of Section 110 of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules, 2014 (Rules), the Board of Directors of the Vippy Spinpro Limited (Company) at its Meeting held on 10th July, 2023, had appointed me as the Scrutinizer for the purpose of scrutinizing the businesses transacted through postal ballot and electronic voting process .

The Company had appointed National Securities Depository Limited (NSDL) as Service Provider, for providing platform for electronic voting to shareholders from Friday, July 21, 2023 (9.00 a.m.) till Saturday, August 19, 2023 (5.00 p.m.) with voting rights reckoned on the paid-up value of equity shares registered in the name of Member/Beneficial Owners as on 14th July, 2023. The Voting period was kept open from Friday, July 21, 2023 (9.00 a.m.) to Saturday, August 19, 2023 (5.00 p.m.). The E-voting thereafter was disabled by NSDL. As on cut-off date, i.e. 14th July, 2023, there were 8253 Share holders in the company.

The voting results were unblocked on August 19, 2023 by me as Scrutinizer in presence of Ms. Marvi Budhwani and Shri Rakesh Vishwkarma, who are not in employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

Now I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, MP 452001 Scrutinizer, for the below mentioned resolution(s), submit my report as under:

As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17 /2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent the Postal Ballot Notice dated



10th July, 2023 on Wednesday, 19th July, 2023 by email only to the members who have registered their e-mail address with the Company/ Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.

The result of the Postal Ballot and E-voting was as follows:

1. SPECIAL RESOLUTION:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIAPURSUANT TO THE COMPANIES ACT, 2013

(i) Voted in favour of the resolution :

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	57	3617688	99.99

(ii) Voted against the resolution :

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	6	0.01

(iii) Invalid votes :

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0.00	0.00

2. SPECIAL RESOLUTION:

ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

(i) Voted in favour of the resolution :

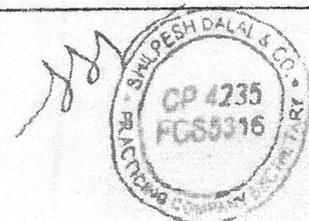
Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	57	3617688	99.99

(ii) Voted against the resolution :

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	6	0.01

(iii) Invalid votes :

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0.00	0.00



**3. SPECIAL RESOLUTION:
ALTERATION IN LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

(i) Voted in favour of the resolution :

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	57	3617688	99.99

(ii) Voted against the resolution :

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	6	0.01

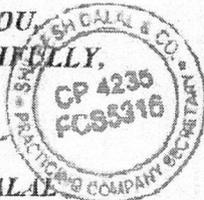
(iii) Invalid votes :

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0.00	0.00

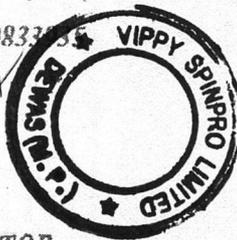
Based on scrutiny of the valid votes cast via remote e-voting in relation to the Special Resolutions as set out in the Notice, I report that the number of votes cast in favor of the special resolutions are more than three times the number of votes cast against the special resolutions, therefore the special resolutions as set out in the Notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013. You may accordingly declare the result of the voting.

THANKING YOU
YOURS FAITHFULLY,

SHILPESH DALAL
SHILPESH DALAL
PRACTISING COMPANY SECRETARY
FCS: 5316, CP: 4235
INDORE
DATE: 21/08/2023
UDIN: F005316E000833

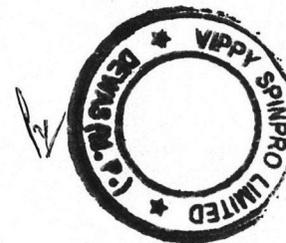


Piyush
RECEIVED BY:
PIYUSH MUTHA
MANAGING DIRECTOR



DETAILS OF SHARE AND VOTING RESULTS:

Date of the Meeting	19 th August, 2023
Total number of shareholders on record date	8253 Shareholders as on 14 th July, 2023
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	N.A.
Public	N.A.



Agenda- wise disclosure

ITEM NO.1: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIAPURSUANT TO THE COMPANIES ACT, 2013

Resolution required: (Ordinary/ Special)			Special (Special Business)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3609440	92.35%	3609440	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3609440	92.35%	3609440	0	100.00%	0
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	1960219	8254	0.42%	8248	6	99.92%	0.08%
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8254	0.42%	8248	6	99.92%	0.08%
Total		5870000	3617694	61.63%	3617688	6	99.99%	0.01%



ITEM NO.2: ALTERATION IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

Resolution required: (Ordinary/ Special)			Special (Special Business)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3609440	92.35%	3609440	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3609440	92.35%	3609440	0	100.00%	0
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	1960219	8254	0.42%	8248	6	99.92%	0.08%
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8254	0.42%	8248	6	99.92%	0.08%
Total		5870000	3617694	61.63%	3617688	6	99.99%	0.01%



ITEM NO.3: ALTERATION IN LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION

Resolution required: (Ordinary/ Special)				Special (Special Business)				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3908181	3609440	92.35%	3609440	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3908181	3609440	92.35%	3609440	0	100.00%
Public Institutions	E-Voting	1600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600	0	0	0	0	0
Public Non Institutions	E-Voting	1960219	8254	0.42%	8248	6	99.92%	0.08%
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1960219	8254	0.42%	8248	6	99.92%
Total		5870000	3617694	61.63%	3617688	6	99.99%	0.01%

* Resolution passed through Postal Ballot by Voting through Electronic Means ('remote-e voting') as per MCA General Circular No.11/2022 dated December 28, 2022.

Date: 22/08/2023

Place: Dewas

Chairman

