

25th April, 2019

Corporate Relations Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Code No. 507880

Corporate Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE Code - VIPIND

Dear Sir,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Reg.: Proceedings of Postal Ballot

With reference to the captioned subject, please find attached herewith certified true copy of the proceedings of Postal Ballot of the Company conducted on 25th March, 2019.

We request you to take the above information on record.

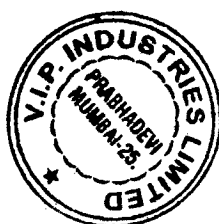
Thanking you,

Yours faithfully,

For V.I.P. Industries Limited



Anand Daga
Company Secretary & Head - Legal



Encl.: As above

VIP INDUSTRIES LIMITED

Registered Office: DGP House, 5th Floor, 88C, Old Prabhadevi Road, Mumbai 400 025. INDIA.
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CIN - L25200MH1968PLC013914

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF THE RESULTS ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, ON THE ORDINARY AND SPECIAL RESOLUTIONS DECLARED ON MONDAY, 25TH MARCH, 2019

Background:

The Postal Ballot Notice dated 8th February, 2019 pursuant to Section 110 of the Companies Act, 2013 (the “Act”) for passing the following Ordinary and Special Resolutions by Postal Ballot was dispatched to the Members of the Company on Friday, 15th February, 2019.

The Board of Directors of the Company had appointed Ms. Ragini Chokshi, Practicing Company Secretary, Mumbai as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner in compliance with applicable laws and regulations and for ensuring the accuracy of the results thereof. The Postal Ballot notices together with Postal Ballot forms and the self addressed business reply envelopes were sent for the use of the Members through permitted modes. The Members were requested to exercise their voting rights and return the Postal Ballot forms duly completed and signed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before the close of working hours 5:00 p.m. (IST) on Monday, 25th March, 2019. The Company has also provided a facility to its Members to exercise their votes electronically through voting service facility arranged by Central Depository Services Limited (CDSL).

After due scrutiny of the Postal Ballot forms received by Ms. Ragini Chokshi up to the close of working hours [5:00 p.m. (IST) on Monday, 25th March, 2019] being the last date fixed for return of the Postal Ballot forms by the Members, Ms. Ragini Chokshi submitted her report on 26th March, 2019 for the following Ordinary/Special Resolutions as under:



Resolution No.1: Ordinary Resolution:

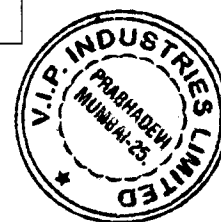
Appointment of Ms. Nisaba Godrej (DIN: 00591503) as Non-Executive Independent Director of the Company for a period of 2 (two) years w.e.f. 1st April, 2019 to 31st March, 2021.

Details of Postal Ballots received:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of shares	% of total number of votes cast
1.	Total Ballot received	98	79090624	100.00
2.	Less: invalid Postal Ballot (Reason- due to signature mismatch and dual voting)	5	3915	0.00
3.	Net Postal Ballot with valid votes cast	93	79086709	100.00
4.	Postal Ballot with Assent Resolution	90	79086702	100.00
5.	Postal Ballot with Dissent Resolution	3	7	0.00

Details of voting by Electronic mode:

Sr. No.	Particulars	No. of members voted through electronic voting system	No. of shares	% of total no. of votes cast
1.	Total votes received by electronic mode	226	30835876	100
2.	Less: Total no. of invalid votes	0	0	0.00



3.	Total no. of valid votes	226	30835876	100.00
4.	Total no. of votes with Assent	216	30500930	98.91
5.	Total no. of votes with Dissent	10	334946	1.09

Summary of Postal Ballot and E-voting:

Particulars	No. of equity shares	% of total no. of valid votes casted
Total valid votes cast	109922585	100.00
Assented to resolution	109587632	99.70
Dissented to resolution	334953	0.30

Result: The Ordinary Resolution No.1 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Ordinary Resolution duly approved by Members is as follows:

“RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of Ms. Nisaba Godrej (DIN: 00591503) as Non-executive Independent Director of the Company for a period of 2 (two) years commencing from 1st April, 2019 to 31st March, 2021 and that she will not be liable to retire by rotation.”



RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution No. 2: Ordinary Resolution:

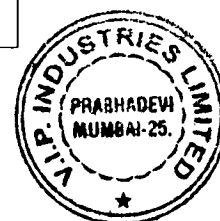
Appointment of Mr. Sudip Ghose (DIN: 08351249) as Director of the Company.

Details of Postal Ballots received:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of shares	% of total number of votes cast
1.	Total Ballot received	98	79090624	100.00
2.	Less: invalid Postal Ballot (Reason- due to signature mismatch and dual voting)	5	3915	0.00
3.	Net Postal Ballot with valid votes cast	93	79086709	100.00
4.	Postal Ballot with Assent Resolution	89	79086402	100.00
5.	Postal Ballot with Dissent Resolution	4	307	0.00

Details of voting by Electronic mode:

Sr. No.	Particulars	No. of members voted through electronic voting	No. of shares	% of total no. of votes cast



		system		
1.	Total votes received by electronic mode	227	31508939	100
2.	Less: Total no. of invalid votes	0	0	0.00
3.	Total no. of valid votes	227	31508939	100.00
4.	Total no. of votes with Assent	222	31508914	100.00
5.	Total no. of votes with Dissent	5	25	0.00

Summary of Postal Ballot and E-voting:

Particulars	No. of equity shares	% of total no. of valid votes casted
Total valid votes cast	110595648	100.00
Assented to resolution	110595316	100.00
Dissented to resolution	332	0.00

Result: The Ordinary Resolution No. 2 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Ordinary Resolution duly approved by Members is as follows:

“RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or enactment thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and Articles of Association of the Company, Mr. Sudip Ghose (DIN: 08351249) who was appointed as an Additional Director of the Company w.e.f. 8th February, 2019 and who holds office until passing of this resolution, be and is hereby appointed as Director of the Company liable to retire by rotation.”



Resolution No. 3: Ordinary Resolution:

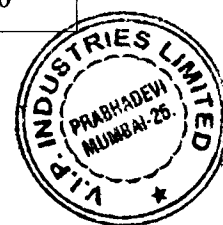
Appointment of Mr. Sudip Ghose (DIN: 08351249) as Managing Director of the Company for a period of 3 (three) years w.e.f. 1st April, 2019 to 31st March, 2022.

Details of Postal Ballots received:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of shares	% of total number of votes cast
1.	Total Ballot received	98	79090624	100.00
2.	Less: invalid Postal Ballot (Reason- due to signature mismatch and dual voting)	5	3915	0.00
3.	Net Postal Ballot with valid votes cast	93	79086709	100.00
4.	Postal Ballot with Assent Resolution	89	79085702	100.00
5.	Postal Ballot with Dissent Resolution	4	1007	0.00

Details of voting by Electronic mode:

Sr. No.	Particulars	No. of members voted through electronic voting system	No. of shares	% of total no. of votes cast
1.	Total votes received by electronic mode	227	31508939	100
2.	Less: Total no. of invalid votes	0	0	0.00
3.	Total no. of valid votes	227	31508939	100.00
4.	Total no. of votes with	222	31508915	100.00



	Assent			
5.	Total no. of votes with Dissent	5	24	0.00

Summary of Postal Ballot and E-voting:

Particulars	No. of equity shares	% of total no. of valid votes casted
Total valid votes cast	110595648	100.00
Assented to resolution	110594617	100.00
Dissented to resolution	1031	0.00

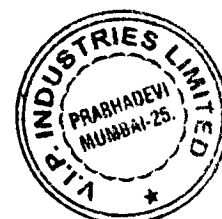
Result: The Ordinary Resolution No. 3 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Ordinary Resolution duly approved by Members is as follows:

“RESOLVED THAT pursuant to provisions of Sections 196 and 197 of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and subject to other sanctions/approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sudip Ghose (DIN: 08351249), as Managing Director of the Company for a period of 3 (three) years commencing from 1st April, 2019 to 31st March, 2022, liable to retire by rotation, on the following terms and conditions including remuneration:

1. Salary

Rs. 6,30,000/- (Rupees Six Lakh Thirty Thousand only) per month, in the scale of Rs. 6,30,000/- (Rupees Six Lakh Thirty Thousand only) to Rs. 11,00,000/- (Rupees Eleven Lakhs only) per month, with such increments/increase as may be decided by the Nomination and Remuneration Committee or Board of Directors from time to time.



2. Performance linked bonus

The Managing Director shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from time to time, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to the Managing Director shall not exceed the limits laid down under Section 197 read with Schedule V of the Act.

3. Perquisites / Benefits

The Managing Director shall be entitled to perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment, education allowance, leave travel allowance and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

4. Employee Stock Appreciation Rights (ESAR)

The Nomination and Remuneration Committee at its meeting held on 17th July, 2018 had in accordance with the VIP Employees Stock Appreciation Rights Plan, 2018 ("ESARP Plan, 2018") granted 1,25,000 ESARs to Mr. Ghose. Mr. Ghose will be entitled to receive equity shares at the time of exercising rights under ESARP, 2018.

5. Sitting Fees

The Managing Director shall not be paid any sitting fees for attending any meetings of the Board/Committee(s)/General Meeting(s), etc.

6. Minimum Remuneration

In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including Managing / Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution”.

Resolution No. 4: Special Resolution:

Appointment of Ms. Radhika Piramal (DIN: 02105221) as Executive Vice Chairperson of the Company for a period of 5 (five) years w.e.f. 7th April, 2019 to 6th April, 2024.

Details of Postal Ballots received:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	98	79090624	100
2.	Less: Invalid Postal Ballot	6	6235	0.00
3.	Net Postal Ballots with valid votes cast	92	79084389	100
4.	Postal Ballot with Assent Resolution	89	79084382	100
5.	Postal Ballot with Dissent Resolution	3	7	0.00

Details of voting by Electronic mode:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	227	31508939	100
Less: Total no. of Invalid Votes	0	0	0.00
Total no. of Valid Votes	227	31508939	100



Total no. Votes with Assent	221	31508905	100
Total no. Vote with Dissent	6	34	0.00

Summary of Postal Ballot and E-voting:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	110593328	100
Assented to Resolution	110593287	100
Dissented to Resolution	41	0.00

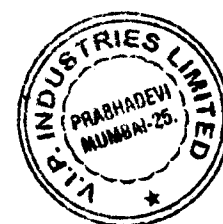
Result: The Special Resolution No. 4 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Special Resolution duly approved by Members is as follows:

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and subject to such other sanctions/approvals as may be necessary, consent of the members of the Company be and is hereby accorded for appointment of Ms. Radhika Piramal (DIN: 02105221) as Executive Vice Chairperson of the Company for a period of 5 (Five) years w.e.f 7th April, 2019 to 6th April, 2024 liable to retire by rotation, on the following terms and conditions including remuneration:

1. Salary

Pre-tax Salary of £ 21,000 (Pound Twenty One Thousand only) per month, in the scale of £ 21,000 (Pound Twenty One Thousand only) to £ 42,000 (Pound Forty Two Thousand only) per month, with such increments/increase as may be decided by the Board of Directors from time to time.



2. Commission

Such amount by way of commission, as may be decided by the Board of Directors for each financial year up to a maximum of 3% of the profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.

3. Perquisites / Benefits

The Executive Vice Chairperson shall be entitled to perquisites like the Company car, chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, personal accident insurance, leave encashment and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

4. Sitting Fees

The Executive Vice Chairperson shall not be paid any sitting fees for attending any meetings of the Board/Committee(s)/General Meeting(s) etc. It is expected that the Executive Vice Chairperson has to travel to India for attending Board meetings in person for making presentation to the Board for their consideration.

5. General

The Executive Vice Chairperson shall operate from London and shall be eligible for financial assistance for housing etc. as per the policy of the Company from time to time. The Executive Vice Chairperson shall be subject to the other service conditions, rules and regulations of the Company from time to time.

6. Minimum Remuneration

In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including Executive Vice Chairperson in accordance with the applicable provisions of Schedule V of the Act.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

Resolution No.5: Special Resolution:

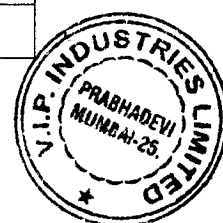
Continuation of Directorship of Mr. G. L. Mirchandani (DIN: 00026664) till his original term up to 9th July, 2019.

Details of Postal Ballots received:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	98	79090624	100
2.	Less: Invalid Postal Ballot	5	3915	0.00
3.	Net Postal Ballots with valid votes cast	93	79086709	100
4.	Postal Ballot with Assent Resolution	88	79085697	100
5.	Postal Ballot with Dissent Resolution	5	1012	0.00

Details of voting by Electronic mode:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	225	30835875	100
Less: Total no. of Invalid Votes	0	0	0.00
Total no. of Valid Votes	225	30835875	100
Total no. Votes with Assent	153	22183031	71.94



Total no. Vote with Dissent	72	8652844	28.06
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Summary of Postal Ballot and E-voting:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	109922584	100
Assented to Resolution	101268728	92.13
Dissented to Resolution	8653856	7.87

Result: The Special Resolution No. 5 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Special Resolution duly approved by Members is as follows:

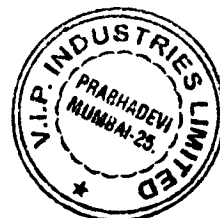
“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under including any statutory modification(s) or re-enactment thereof, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. G. L. Mirchandani (DIN: 00026664) as Non-Executive Independent Director of the Company, who has attained 75 years of age, till the expiry of his original term of appointment i.e. up to 9th July, 2019.”

Resolution No.6: Special Resolution:

Continuation of Directorship of Mr. D. K. Poddar (DIN: 00001250) till his original term up to 9th July, 2019 and re-appointment of Mr. D. K. Poddar as Non-Executive Independent Director of the Company for a period of 2 (two) years w.e.f. 10th July, 2019 to 9th July, 2021.

Details of Postal Ballots received:

Sr.N o.	Particulars	No. of Postal	No. of Shares	% of total number of
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		Ballot Forms		votes cast
1.	Total Ballot received	98	79090624	100
2.	Less: Invalid Postal Ballot	5	3915	0.00
3.	Net Postal Ballots with valid votes cast	93	79086709	100
4.	Postal Ballot with Assent Resolution	89	79085702	100
5.	Postal Ballot with Dissent Resolution	4	1007	0.00

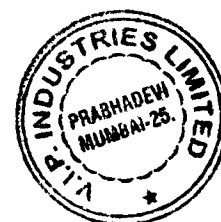
Details of voting by Electronic mode:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	226	30835876	100
Less: Total no. of Invalid Votes	0	0	0.00
Total no. of Valid Votes	226	30835876	100
Total no. Votes with Assent	195	28839490	93.53
Total no. Vote with Dissent	31	1996386	6.47

Summary of Postal Ballot and E-voting:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	109922585	100
Assented to Resolution	107925192	98.18
Dissented to Resolution	1997393	1.82

Result: The Special Resolution No. 6 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.



The Special Resolution duly approved by Members is as follows:

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under including any statutory modification(s) or re-enactment thereof, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. D. K. Poddar (DIN: 00001250) as Non-Executive Independent Director of the Company, who has attained 75 years of age, till the expiry of his original term of appointment i.e. up to 9th July, 2019.”

“RESOLVED FURTHER THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force and Regulations 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the Listing Regulations), as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and by the Board of Directors of the Company, Mr. D. K. Poddar (DIN: 00001250) who was appointed as Non-Executive Independent Director of the Company for a term of 5 years commencing from 10th July, 2014 to 9th July, 2019 and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Act and applicable Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 2 (two) years w.e.f. 10th July, 2019 to 9th July, 2021 (second term) on the Board of the Company.”

Resolution No.7: Special Resolution:

Payment of Commission to Non-Executive Director(s) of the Company not exceeding 3% of profits of the Company.



Details of Postal Ballots received:

Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	98	79090624	100
2.	Less: Invalid Postal Ballot	7	7235	0.00
3.	Net Postal Ballots with valid votes cast	91	79083389	100
4.	Postal Ballot with Assent Resolution	85	79081877	100
5.	Postal Ballot with Dissent Resolution	06	1512	0.00

Details of voting by Electronic mode

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	226	30835876	100
Less: Total no. of Invalid Votes	0	0	0.00
Total no. of Valid Votes	226	30835876	100
Total no. Votes with Assent	193	30026370	97.37
Total no. Vote with Dissent	33	809506	2.63

Summary of Postal Ballot and E-voting:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	109919265	100
Assented to Resolution	109108247	99.26
Dissented to Resolution	811018	0.74



Result: The Special Resolution No. 7 as set out in the Notice dated 8th February, 2019 is passed with requisite majority as required under Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Special Resolution duly approved by Members is as follows:

“RESOLVED THAT pursuant to Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 (Act) and rules framed there under, consent of the members of the Company be and is hereby accorded for payment of commission to the Non Executive Director(s) of the Company i.e. Directors other than Managing Director / Whole-time Director of the Company, not exceeding 3 (three) percent of the profits of the Company in a financial year computed as per the provisions of the Act at the end of the financial year, in such manner and up to such extent as the Nomination and Remuneration Committee of the Board of Directors of the Company recommends and the Board of Directors determine from time to time.”

The Chairman noted the results of the voting as stated above and it was declared and recorded that all the resolutions as set out in the Notice of Postal Ballot dated 8th February, 2019, were duly passed by the Members on 25th March, 2019 with requisite majority.

s/d

CHAIRMAN
(DIN-00032012)

Entered on:

Place: Mumbai

For V.I.P. INDUSTRIES LIMITED


Anand Daga
Company Secretary & Head-Legal

