



CIN: L25200MH1968PLC013914

Regd. Office: 78-A, MIDC Estate, Satpur, Nashik - 422 007

Tel.: + 91 (0253) 2350876; **Fax:** + 91 (0253) 2350756;

Email: investor-help@vipbags.com; **Website:** www.vipindustries.co.in

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the resolution appended below is proposed to be passed by the members as Special Resolution by way of Postal Ballot/electronic voting (e-voting). The proposed Special Resolution and Explanatory Statement setting out the material facts concerning the item of special business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto along with a Postal Ballot Form and postage prepaid envelope:

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company:

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from ‘78 A, MIDC Estate, Satpur, Nashik - 422 007, Maharashtra’ to ‘5th Floor, DGP House, 88 C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra’.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board of Directors

Place: Mumbai

Date: 3rd August, 2017

Registered Office:

78 A, MIDC Estate,
Satpur, Nashik – 422007,
Maharashtra

Anand Daga

Company Secretary & Head - Legal

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 4th August, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 4th August, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to investor-help@vipbags.com. The Registrar and Share Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 4th August, 2017. The Postal Ballot period commences on Sunday, 20th August, 2017 at 9:00 a.m. and ends on Monday, 18th September, 2017 at 5:30 p.m.
7. In compliance with sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolution through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. Members cannot exercise votes by proxy.
9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:30 p.m. on Monday, 18th September, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:30 p.m. on 18th September, 2017 shall be deemed invalid.
10. The Scrutinizer will submit her report to the Chairman & Managing Director or any other Director of the Company duly authorised by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman & Managing Director or any other Director of the Company duly authorized by him, on or before Wednesday, 20th September, 2017 and will also be displayed on the Company website www.vipindustries.co.in and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 18th September, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.

Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Act, read with the relevant rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- (i) The voting period begins on Sunday, 20th August, 2017 and ends on Monday, 18th September, 2017. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date i.e. Friday, 4th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of “VIP Industries Limited” to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the special business under item no. 1 of the accompanying Notice dated 3rd August, 2017:-

Presently, the Company’s Registered Office is located at 78 A, MIDC Estate, Satpur, Nashik - 422 007. The Board of Directors of your Company at their meeting held on 3rd August, 2017 has decided to shift the Registered Office of the Company from the ‘78 A, MIDC Estate, Satpur, Nashik - 422 007, Maharashtra’ to ‘5th Floor, DGP House, 88 C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra’ to carry on the business of the Company more economically and efficiently and with better operational convenience. Majority of public shareholders of the Company including Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based at Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate better coordination and interaction with shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors’ relationship.

Further head offices of key regulatory bodies such as Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges are in Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate smooth and regular interface with the key regulatory bodies.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Therefore the Board recommends the Resolution as set out in Notice dated 3rd August, 2017 for approval of the Members as Special Resolution.

None of the Director, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution except as members of the Company.

By Order of the Board of Directors

Place: Mumbai
Date: 3rd August, 2017

Anand Daga
Company Secretary & Head - Legal

Registered Office:
78 A, MIDC Estate,
Satpur, Nashik – 422007,
Maharashtra



CIN: L25200MH1968PLC013914

Registered Office: 78 A, MIDC Estate, Satpur, Nashik - 422 007

Phone: +91-253-2406700; Fax: +91-253-2350756;

Email: investor-help@vipbags.com; Website: www.vipindustries.co.in

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Ballot Sl. No.

Sr. No.	Particulars	Details of Member(s)
1	Name and Registered Address of the Sole/First named Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No. / *DP. ID No. and Client ID. No. (*Applicable to members holding shares in dematerialized form)	
4	Number of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated Thursday, 3rd August, 2017, by conveying my/our assent or dissent to the said Special Resolution, by placing the tick (✓) mark at the appropriate box below:

Item No.	Brief Particulars of the Resolutions	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution - Shifting of Registered Office of the Company from '78 A, MIDC Estate, Satpur, Nashik - 422 007, Maharashtra' to '5 th Floor, DGP House, 88 C, Old Prabhadevi Road, Mumbai - 400 025, Maharashtra' pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).			

Place:

Date:

(Signature of the Sole/First/Joint Member)

Notes:

1. The e-voting facility will be available during the following voting period

Commencement of e-voting	End of e-voting
Sunday, 20 th August, 2017 at 9:00 a.m.	Monday, 18 th September, 2017 at 5:30 p.m.

2. Please read the instructions printed overleaf carefully before filling this Form and for e-voting. Please also refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 18th September, 2017 up to 5:30 p.m.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. If the Postal Ballot Form is incomplete or incorrectly filled;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. If the form other than the one issued by the Company is used.
7. The envelope containing duly completed Postal Ballot Forms should reach the Scrutinizer on or before 18th September, 2017. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item (7) above.
9. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
10. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.
11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney along with attested specimen signatures, should be mailed to the Company at investor-help@vipbags.com with a copy marked to helpdesk.evoting@cdslindia.com, or deposited at the Registered Office of the Company.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
14. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date i.e. 4th August, 2017.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final.
16. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.