



## Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014 as amended]

To  
The Managing Director  
**M/s. V. B. Industries Limited**

Dear Sir,

I, Gayatri V. Phatak, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **V. B. Industries Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 29<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 21<sup>st</sup> September 2016.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 29<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "IN FAVOUR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under :-

1. The remote e-voting period commenced on Saturday 17<sup>th</sup> September 2016 at 9.00 A.M. and concluded on Tuesday, 20<sup>th</sup> September 2016 at 5.00 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "cut-off date" i.e. September 14, 2016 were entitled to vote on the proposed resolutions stated in the Notice of the 29<sup>th</sup> Annual General Meeting.
3. The Result of remote e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) .





The Results of remote e-voting and ballot papers received at the 29<sup>th</sup> Annual General Meeting are as under –

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2016.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	0	0	-
Ballot at AGM	118021	118021	100.00%
<b>Total</b>	<b>118021</b>	<b>118021</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	118021	0	00.00%
<b>Total</b>	<b>118021</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 2 – Ordinary Resolution**

Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN : 317159E) as Statutory Auditors of the Company for the financial year 2016-2017.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	0	0	100.00%
Ballot at AGM	118021	118021	100.00%
<b>Total</b>	<b>118021</b>	<b>118021</b>	<b>100.00%</b>





**Voted against of Resolution**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted against Resolution</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	00.00%
Ballot at AGM	118021	0	00.00%
<b>Total</b>	<b>118021</b>	<b>0</b>	<b>00.00%</b>

**Invalid votes**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted by them</b>
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 3 – Special Resolution**

**Insertion of new Object Clause No. 88 (Incidental or Ancillary) and alteration of Memorandum of Association of the Company**

**Voted in favour of Resolution**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted in favour of Resolution</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	100.00%
Ballot at AGM	118021	118021	100.00%
<b>Total</b>	<b>118021</b>	<b>118021</b>	<b>100.00%</b>

**Voted against of Resolution**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted against Resolution</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	00.00%
Ballot at AGM	118021	0	00.00%
<b>Total</b>	<b>118021</b>	<b>0</b>	<b>00.00%</b>

**Invalid votes**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted by them</b>
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>







**Resolution No. 4 – Special Resolution**

**Change in place of keeping certain documents / records related to Shareholders**

**Voted in favour of Resolution**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted in favour of Resolution</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	100.00%
Ballot at AGM	118021	118021	100.00%
<b>Total</b>	<b>118021</b>	<b>118021</b>	<b>100.00%</b>

**Voted against of Resolution**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted against Resolution</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	00.00%
Ballot at AGM	118021	0	00.00%
<b>Total</b>	<b>118021</b>	<b>0</b>	<b>00.00%</b>

**Invalid votes**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted by them</b>
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 5 – Special Resolution**

**Insertion of new Object Clause No. 89-92 (Incidental or Ancillary) and alteration of Memorandum of Association of the Company**

**Voted in favour of Resolution**

<b>Mode of Voting</b>	<b>Number of Members participated in the e-voting and physical ballot</b>	<b>No. of votes casted in favour of Resolution</b>	<b>% of total number of valid votes cast</b>
E-voting	0	0	100.00%
Ballot at AGM	118021	118021	100.00%
<b>Total</b>	<b>118021</b>	<b>118021</b>	<b>100.00%</b>





Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	118021	0	00.00%
<b>Total</b>	<b>118021</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of 29<sup>th</sup> Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**  
Company Secretaries

**GAYATRI V. PHATAK**  
Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : September 23, 2016