

**Report of Scrutinizer(s)  
(Combined)**

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

To  
The Chairman  
VHCL INDUSTRIES LIMITED  
Regd. Off: Survey No. 285, Gala No.II,  
Main Khanvel Kherdi Road,  
Village Kherdi, Silvasa-396230,  
U.T. of Dadra & Nagar Haveli

Dear Sir,

**Combined Report of the Scrutinizer in respect of the votes cast through poll voting, ballot voting and e-voting on the resolutions mentioned in the Notice of the Extra Ordinary General Meeting of the Equity Shareholders of VHCL Industries Limited.**

1. I, Palak Desai, Practising Company Secretary, having office at 31-E, Laxmi Industrial Estate, New Link Road, Andheri-(W), Mumbai- 400 054, being appointed as the Scrutinizer by the Board of Directors of VHCL INDUSTRIES LIMITED (herein referred to as "Company") at their meeting held on November 01, 2014 for the purpose of e-voting, poll taken on the below mentioned resolutions at the Extra Ordinary General Meeting of the Equity Shareholders of VHCL Industries Limited, held on 10/12/2014 at Survey No. 285, Gala No.II, Main Khanvel Kherdi Road, Village, Kherdi, Silvasa-396230, U.T. of Dadra & Nagar Haveli.
2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the Extra Ordinary General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process, ballot through post and for voting by poll at the AGM is restricted to make Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of AGM, submit my combined report in Annexure-1.

Thanking you,

Place: Mumbai

Date: December 11, 2014



*Palak Desai*  
Palak Desai  
Company Secretary  
CP.No. 7426

Annexure-1

**Report of Scrutinizer(s)**  
**(Poll Voting)**

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

To  
The Chairman  
VHCL INDUSTRIES LIMITED  
Regd. Off: Survey No. 285, Gala No.II,  
Main Khanvel Kherdi Road,  
Village Kherdi, Silvasa-396230,  
U.T. of Dadra & Nagar Haveli

**Report of the Scrutinizer in respect of the votes cast through poll voting on the resolutions mentioned in the Notice of the Extra Ordinary General Meeting of the Equity Shareholders of VHCL Industries Limited.**

I, Palak Desai, Practising Company Secretary, having office at 31-E, Laxmi Industrial Estate, New Link Road, Andheri-(W), Mumbai- 400 054, being appointed as the Scrutinizer by the Board of Directors of VHCL INDUSTRIES LIMITED (herein referred to as "Company") at their meeting held on November 01, 2014 for the purpose of poll taken on the below mentioned resolution at the Extra Ordinary General Meeting of the Equity Shareholders of VHCL Industries Limited, held on 10/12/2014 at Survey No. 285, Gala No.II, Main Khanvel Kherdi Road, Village, Kherdi, Silvasa-396230, U.T. of Dadra & Nagar Haveli submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot boxes kept for polling were locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presences and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the company and / or RTA and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



Offi : 31-E, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai - 400 053.

Resi : 8, Radha Raman Kunj, Station Road, Santacruz (west), Mumbai - 400 054.

Handphone: +91-9820371844. Email : palakdesai77@gmail.com

4. The result of poll is as under:

(a) **Resoluion No. 1:** Special Resolution under Section 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for offer, issue and allot, upto 2,57,50,000 Equity Shares of Rs.2/- each on preferential basis.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
32	32	17391105	100

ii) Voted against (dissent) the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
0	0	0	0

iii) Invalid votes:

Number of members voted	Number of shares held by them
0	0

5. The poll papers and all other relevant records were sealed and handed over to the Director authorised by the Board for safe keeping.

Thanking you,

Place: Mumbai

Date: December 11, 2014



*Palak Desai*  
Palak Desai  
Company Secretary  
CP.No. 7426

**Annexure-1**

**Report of Scrutinizer(s)  
(Postal Ballot)**

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

To  
The Chairman  
VHCL INDUSTRIES LIMITED  
Survey No. 285, Gala No.II,  
Main Khanvel Kherdi Road,  
Village Kherdi, Silvasa 396230,  
U.T. of Dadra & Nagar Haveli

Report of the Scrutinizer in respect of the votes cast through Postal Ballot which was an option given to the shareholder to cast their votes through the Postal Ballot on the resolutions mentioned in the Notice of the Extra Ordinary General Meeting of the Equity Shareholders of VHCL Industries Limited.

I, Palak Desai, Practising Company Secretary, having office at 31-E, Laxmi Industrial Estate, New Link Road, Andheri-(W), Mumbai- 400 054, being appointed as the Scrutinizer by the Board of Directors of VHCL INDUSTRIES LIMITED (herein referred to as "Company") at their meeting held on November 01, 2014 for scrutinizing Postal Ballot submit my report as under:

1. I submit my report as under:
  - a. The Company has completed on November 18, 2014 the dispatch of postal ballot forms along with postage pre-paid envelope to its members whose names appeared on the register of members / list of beneficiaries as on November 14, 2014.
  - b. All postal ballot forms received up to 6.00 p.m. on 4<sup>th</sup> December, 2014 the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
  - c. Envelopes containing postal ballot forms received after 6.00 p.m. on 4<sup>th</sup> December, 2014 were not considered for my scrutiny.



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**Palak Desai**  
Company Secretary

d. There were no any ballot forms has received from the members till the aforementioned last date and time fixed by the company.

2. You may accordingly declare the results of the voting by postal ballot.



*Palak Desai*  
Palak Desai  
Company Secretary  
CP.No. 7426

Place: Mumbai

Date: December 06, 2014

**Annexure-1**

**Report of Scrutinizer(s)  
(E-Voting)**

[Pursuant to rule 20 of the Companies (Management and Administration) Rule,  
2014]

To  
Board of Directors  
VHCL INDUSTRIES LIMITED  
SURVERY NO. 285, GALA NO. 11,  
MAIN KHANVEL KHERDI ROAD,  
VILLAGE-KHERDI,  
SILVASA-396230,  
U.T. OF DADRA & NAGAR HAVELI

Dear Sirs,

**Report of the Scrutinizer in respect of the votes cast through e-voting on the resolutions mentioned in the Notice of the Extra Ordinary General Meeting of the Equity Shareholders of VHCL Industries Limited.**

I, Palak Desai, Practising Company Secretary, having office at 31-E, Laxmi Industrial Estate, New Link Road, Andheri-(W), Mumbai- 400 054, being appointed as the Scrutinizer by the Board of Directors of VHCL INDUSTRIES LIMITED (herein referred to as "Company") at their meeting held on November 01, 2014 for scrutinizing e-voting process submit my report as under:

In respect of votes casted through E-Voting facility:-

1. In accordance with the Notice of the Extra Ordinary General Meeting dated December 10, 2014 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on December 3, 2014 in Finance Express, English and Finance Express Gujarati Edition.
2. The E-voting facility was opened at 9.00 a.m. on December 03, 2014 and remained open upto 6.00 p.m. on December 04, 2014.
3. The equity shareholders holding shares as on November, 14, 2014 (i.e. cut off date) were entitled to vote on the resolutions stated in the Notice of the Extra Ordinary General Meeting of the Company.



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4. The votes were unblocked at 2.30 p.m. on December 05, 2014 in the presence of Mr. Mahendra Songire and Ms. Priyanka Vyas who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
5. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>). None of the Shareholders have casted their votes using E- voting facility provided by the Company.
6. The result of the e-voting is NIL
7. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Extra Ordinary General Meeting and we shall be arranging to handover these records to you or such other person as authorised by you.

Place: Mumbai

Date: December 06, 2014



*Palak Desai*  
Palak Desai  
Company Secretary  
CP.No. 7426

Witnesses:

1. Mr. Mahendra Songire \_\_\_\_\_

2. Ms. Priyanka Vyas \_\_\_\_\_