

**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 23<sup>RD</sup> Annual 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 May 30, 2014 for the purpose of e-voting, poll taken on the below mentioned resolutions at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of VHCL Industries Limited, held on 30/09/2014 at Hill View Resort, Village Chauda, Near Khanvel Garden, 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 23<sup>rd</sup> Annual 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: September 30, 2014



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

**Annexure-1**

VHCL Industries Limited  
CIN:L27200DN1991PLC000449

Statement Showing result of various resolutions

passed at 23rd AGM held on 30/09/2014 Tuesday at Hill View Resort, Village Chauda, Near Khanvel Garden, Silvassa-396230, U.T. of Dadra & Nagar Haveli.

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result			
					Poll Voting	Postal Ballot	E-Voting	Total				
1	To adopt and approve the audited statement of Profit & loss and Balance Sheet for the Year ended on 31st March 2014.	Ordinary							PASSED WITH REQUISITE MAJORITY			
					FOR	35	2,32,02,342	35		0	1	36
					AGAINST							
					NEUTRAL							

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result			
					Poll Voting	Postal Ballot	E-Voting	Total				
2	Reappointment of Mr. Shri Harshadrai Bosmia , Who retires by rotation.	Ordinary							PASSED WITH REQUISITE MAJORITY			
					FOR	35	2,32,02,342	35		0	1	36
					AGAINST							
					NEUTRAL							

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result			
					Poll Voting	Postal Ballot	E-Voting	Total				
3	Reappointment of Mr. Shri Ashish S. Pandare , Who retires by rotation.	Ordinary							PASSED WITH REQUISITE MAJORITY			
					FOR	35	2,32,02,342	35		0	1	36
					AGAINST							
					NEUTRAL							





Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result	
					Poll Voting	Postal Ballot	E-Voting	Total		
4	Appointment of Auditor M/s Rakesh R. Agarwal for the next year and fix their remuneration.	Ordinary							PASSED WITH REQUISITE MAJORITY	
		FOR	35	2,32,02,342	35	0	1	36		
		AGAINST								
		NEUTRAL								

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result	
					Poll Voting	Postal Ballot	E-Voting	Total		
5	Appointment of Mr. Shri Harshadrai Bosmia as Independent Director	Ordinary							PASSED WITH REQUISITE MAJORITY	
		FOR	35	2,32,02,342	35	0	1	36		
		AGAINST								
		NEUTRAL								

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result	
					Poll Voting	Postal Ballot	E-Voting	Total		
6	Appointment of Mr. Shri Mandar S. Palav as Independent Director	Ordinary							PASSED WITH REQUISITE MAJORITY	
		FOR	35	2,32,02,342	35	0	1	36		
		AGAINST								
		NEUTRAL								

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result	
					Poll Voting	Postal Ballot	E-Voting	Total		
7	Appointment of Mr. Shri Ashish S. Pandare as Independent Director	Ordinary							PASSED WITH REQUISITE MAJORITY	
		FOR	35	2,32,02,342	35	0	1	36		
		AGAINST								
		NEUTRAL								



Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result
					Poll Voting	Postal Ballot	E-Voting	Total	
8	To empower the Board to Borrow up to the sum of Rs 500 crores under section 180(1)(c) of the Companies Act 2013, which may aggregate to its paid up capital & Free Reserves	Special							
	For		35	2,32,02,342	35	0	1	36	PASSED WITH REQUISITE MAJORITY
	AGAINST								
	NEUTRAL								

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result
					Poll Voting	Postal Ballot	E-Voting	Total	
9	To empower the Board to Borrow up to the sum of Rs 500 crores under section 180(1)(a) of the Companies Act 2013, which may aggregate to its paid up capital & Free Reserves	Special							
	For		35	2,32,02,342	35	0	1	36	PASSED WITH REQUISITE MAJORITY
	AGAINST								
	NEUTRAL								

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result
					Poll Voting	Postal Ballot	E-Voting	Total	
10	To empower the Board to give loans/acquire by way of subscription, purchase or otherwise securities of any subsidiary company or give gurantee or provide securities u/s 186	Special							
	FOR		35	2,32,02,342	35	0	1	36	PASSED WITH REQUISITE MAJORITY
	AGAINST								
	NEUTRAL								



Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast				Result
					Poll Voting	Postal Ballot	E-Voting	Total	
11	To empower the Board for maintaining registers and returns at the Corporate Office of the Company at Mumbai u/s 94	Special							
	FOR		35	2,32,02,342	35	0	1	36	PASSED WITH REQUISITE MAJORITY
	AGAINST								
	NEUTRAL								

DATE: 30TH SEPTEMBER, 2014

PLACE: MUMBAI



*Palak Desai*  
Palak Desai  
Company Secretary

ACS:16763, COP:7426

Duly Appointed Scrutinizer