



To,

Shri Sunil Kumar Jain,

Chairman,

Vasundhara Rasayans Limited

Shed No.42, Phase II,

IDA, Mallapur,

Hyderabad - 500076.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of Vasundhara Rasayans Limited held on Saturday, September 12<sup>th</sup>, 2015 at 11:30 A.M.**

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, had been appointed as the Scrutinizer by the Board of Directors of Vasundhara Rasayans Limited (the Company), pursuant to Section 108 of Companies Act, 2013, read with Rules 20 of Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders for the proposed resolution as contained in the notice of the 28<sup>TH</sup> Annual General Meeting of the members of the company to be held on 12<sup>th</sup> September, 2015 At 11.30 A.M at the Shed No.42, Phase II, IDA, Mallapur, Hyderabad - 500076, Telangana.

The management of the Company is responsible to ensure the compliance with requirements of Companies Act, 2013 and rules relating to voting through electronics means on the resolutions contained in the notice of the 28th Annual General Meeting of the members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a



report on the votes cast "in favour" or "in against" the said resolutions, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorized agency to provide e-voting facilities engaged by the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding share as on "cut off" date of September 4<sup>th</sup>, 2015 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Wednesday 9<sup>th</sup> September, 2015 at 10.00 A.M (IST) and ended on Friday 11<sup>th</sup> September, 2015 at 5.00 P.M (IST) and the CDSL E-Voting Platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting(AGM) the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter blocked in the presences of two witnesses who are not in the employment of the company and after the conclusion of the voting at the AGM, the votes cast thereunder were counted. Votes casts through physical ballot forms received upto Friday, 11<sup>th</sup> September 2015 were also considered.

I have scrutinised and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

I now submit my consolidated report as under on the result of the remote e-voting / physical ballot forms and voting at the meeting in respect of the said resolutions.



**1. Ordinary Resolution : item no.1 passed with requisite majority Consideration and Adoption of Annual accounts as on March 31, 2015 and the reports of the Directors and Auditors thereon.**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**2. Ordinary Resolution : item no.2 passed unanimously Re-Appointment of Auditors and fixing their remuneration**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



**3. Ordinary Resolution : item no.3 passed unanimously Re-Appointment of Director**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**4. Ordinary Resolution : item no.4 passed unanimously Decide and Declaration of dividend**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

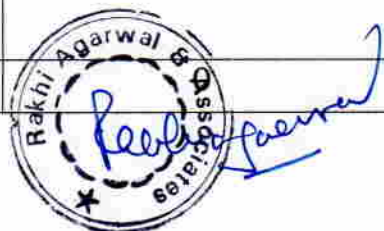


**5. Ordinary Resolution : item no.5 passed unanimously  
Regularisation of appointment of Women Director Smt.  
Kalpana Pokerna.**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**6. Ordinary Resolution : item no.6 passed unanimously  
Regularisation of a ppointment of Women Director Smt. Seema  
Jain.**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0		


  
 Rakhi Agarwal B. Associates

**7. Special Resolution : item no.7 passed unanimously  
Adoption of New Set of Articles of Association as per the  
provisions of Companies Act, 2013**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	19	19	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

All the relevant records of electronic voting remain in our safe custody until Chairman considers, approve and signs the minutes of 28th Annual General Meeting and same shall be handed over thereafter to the Chairperson for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,

  
(Rakhi Agarwal)

CP no. 6270

FCs no. 7047

Place: Hyderabad

Date: 12.09.2015

## Details of voting results

Details as Per clause 35A of the Listing Agreement with Stock Exchanges as per SEBI – Amendments to Equity Listing Agreement	
<b>1. Date of AGM</b>	September 12 <sup>th</sup> , 2015
<b>2. Total number of Shareholders on record date</b>	3306
<b>3. Number of Shareholders present in the meeting either in person or in proxy:</b>	19
Promoter and promoter group:	1
Public:	18
<b>4. No. of Shareholders who attended the meeting through Video Conferencing:</b>	Not arranged
(a) Promoter and promoters group	
(b) Public	

### Agenda – Wise

Item No.	Agenda	Resolution Required (Ordinary/Special)	Mode of Voting (Show of Hands/ Poll/Postal Ballot/E-Voting)	Remarks
1.	To Consideration and Adoption of Annual accounts as on March 31, 2015 and the reports of the Directors and Auditors thereon.	Ordinary	E – Voting, Physical Ballot and voting at the Meeting	Passed with Requisite Majority
2.	Re-Appointment of Auditors and fixing their remuneration	Ordinary	E – Voting, Physical Ballot and voting at the Meeting	Passed Unanimously
3.	Re-appointment of Shri Rajesh Kumar Jain, as Director of the Company.	Ordinary	E – Voting, Physical Ballot and voting at the Meeting	Passed Unanimously
4.	Decide and Declaration of dividend.	Ordinary	E – Voting, Physical Ballot and voting at the Meeting	Passed Unanimously
5.	Regularisation of appointment of Women Director Smt. Kalpana Pokerna.	Ordinary	E – Voting, Physical Ballot and voting at the Meeting	Passed Unanimously

6.	Regularisation of appointment of Women Director Smt. Seema Jain.	Ordinary	E – Voting, Physical Ballot and voting at the Meeting	Passed Unanimously
7.	Adoption of New Set of Articles of Association as per the provisions of Companies Act, 2013.	Special	E – Voting, Physical Ballot and voting at the Meeting	Passed Unanimously

**Resolution no. 1-**To Consideration and Adoption of Annual accounts as on March 31, 2015 and the reports of the Directors and Auditors thereon. –

**Ordinary Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [[3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [[6)=(4)/(2)* 100]	% of votes in against on votes polled [[7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0

**Resolution no. 2-**Re-Appointment of Director Shri Rajesh Kumar Jain-

**Ordinary Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [[3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [[6)=(4)/(2)* 100]	% of votes in against on votes polled [[7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0



**Resolution no. 3-Re-Appointment of Auditors and fixing their remuneration- Ordinary Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [(3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [(6)=(4)/(2)* 100]	% of votes in against on votes polled [(7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0

**Resolution no. 4-Decide and Declaration of dividend- Ordinary Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [(3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [(6)=(4)/(2)* 100]	% of votes in against on votes polled [(7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0

**Resolution no. 5-Regularisation of appointment of Women Director Smt. Kalpana Pokerna.- Ordinary Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [(3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [(6)=(4)/(2)* 100]	% of votes in against on votes polled [(7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0

**Resolution no. 6-Regularisation of appointment of Women Director Smt. Seema Jain- Ordinary Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [(3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [(6)=(4)/(2)* 100]	% of votes in against on votes polled [(7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0

**Resolution no. 7-** Adoption of New Set of Articles of Association as per the provisions of Companies Act, 2013– **Special Resolution**

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandin g shares [[3)=(2)/(1) *100]	No. of votes in favour (4)	No. of votes in against (5)	% of votes in favour on votes polled [[6)=(4)/(2)* 100]	% of votes in against on votes polled [[7)=(5)/(2)* 100]
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1208280	1208280	100	100	0	100	0
Total	3178200	3178200	100	100	0	100	0