

### **RAKHI AGARWAL & ASSOCIATES**

## **Company Secretaries**

A-10, Janata Hsg. Society, Shyamlal Building, Opp: Pantaloons, Begumpet, Hyderabad – 500 016 Email:rakhiagarwal79@yahoo.com Cell: +91 9246530679

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, 2103 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 12th, 2015 at 11:30 A.M.

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, had been appointed as the Secrutinizer 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 evoting 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

The shareholders of the company holding share as on "cut off" date of September, 2015 at 10.00 A.M (IST) and ended on Friday 11th September, 2015 at 5.00 P.M (IST) and the CDSL E-Voting Platform was blocked 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

facilities engaged by the Company.

voting facility or by physical ballot.

September 4th, 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 9th

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

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-

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

Friday, 11th 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.

were counted. Votes casts through physical ballot forms received upto

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



2015 and the reports of the Directors and Auditors thereon. Particulars Number of Number of % of total members votes cast number of valid votes present by them and voting (in cast person or by

1. Ordinary Resolution: item no.1 passed with requisite majority

Consideration and Adoption of Annual accounts as on March 31,

		proxy		T.
(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)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number cast by	STATE PROPERTY.
		0	0	

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

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

# **Appointment of Director** Particulars

	*	members present and voting (in person or by proxy)	by them	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)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number cast by	
		0	0	

3. Ordinary Resolution: item no.3 passed unanimously Re-

of

Number

of % of total

Number

Particulars		iculars  Number of members present and voting (in person or by proxy)		% 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)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number cast by		

0

fourer

Kalpana Pokerna. Particulars Number of Number % of total of members votes cast number of by them and valid votes present voting cast (in person or by proxy)

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

(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)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number cast by t	
		0	0	

Jain. of % of total Particulars Number of Number members votes cast number of

		present and voting (in person or by proxy)	by them	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)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number cast by	
		0	(E) D	· · ·
			* Leolis	face

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	
(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)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number	
		0	0	

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.

All the relevant records of electronic voting remain in our safe custody until

For Rakhi Agarwall & Associates

Doublesslaus

CP no. 6270 FCs no. 7047

Place: Hyderabad

Date: 12.09.2015

Thanking you,

## Details of voting results

1. Date of AGM	September 12 <sup>th</sup> , 2015
2. Total number of Shareholders on record date	3306
3. Number of Shareholders present in the meeting either in person or in proxy:	19
Promoter and promoter group:	1
Public:	18
4. No. of Shareholders who attended the meeting through Video Conferencing:	Not arranged
(a) Promoter and promoters group	
(b) Public	

	(a) Promoter and promo (b) Public	ters group									
	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.	nnual accounts as on March Physical 2015 and the reports of the and voting	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.		of Women Director Smt. Seema Physical Ballot U				Un	Passed Unanimously		
7.	Adoption of New Set of Art Association as per the pro of Companies Act, 2013.				Special E – Vo Physica and votin		E – Voting,		Passed animously	
	Marc	olution no. ch 31, 2015 nary Reso	and the re			-				
Promote Public	er/	Number of shares held (1)	No. of votes polled (2)	% of vote polled or outstand g shares [(3)=(2)/ *100]	n din	No. of votes in favour (4)	No. of votes in against (5)	% of vot in favour votes pol [(6)=(4)/( 100]	on led	% of votes in against on votes polled [(7)=(5)/(2)* 100]
Promote and promote group	30-77/.	1969920	1969920	100		100	0	100		0
Public- Institut al holde	ion	0	0	0		0	0	0		0
Public- others		1208280	1208280	100		100	0	100		0
Total		3178200	3178200	100		100	0	100		0
	Reso	lution no.	2-Re-Appo	intment o	of D	irector S	hri Rajesh	Kumar Ja	ain–	
	Ordi	nary Resol	lution							
Promote Public	er/	Number of shares held (1)	No. of votes polled (2)	% of vote polled or outstand g shares [(3)=(2)/( *100]	n lin	No. of votes in favour (4)	No. of votes in against (5)	% of vot in favour votes pol [(6)=(4)/( 100]	on led	% of votes in against on votes polled [(7)=(5)/(2)* 100]
Promote and promote group		1969920	1969920	100		100	0	100		0
Public- Institut al holde		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/ Number No. of % of vote No. of No. of %

Total

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
	2170000	2170000	100	100	0	100	0
Total	3178200	3178200		1	All and a second	1	
Reso	olution no.	<b>4</b> -Decide a	and Declaration	on of divi	idend– Ore	dinary Resolut	ion
				1	All and a second	1	% of votes in against on votes polled [(7)=(5)/(2)*
Reso	Number of shares	4-Decide a No. of votes polled	% of vote polled on outstandin g shares [(3)=(2)/(1)	No. of votes in favour	No. of votes in against	% of votes in favour on votes polled [(6)=(4)/(2)*	% of votes in against on votes polled
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)*	% of votes in against on votes polled [(7)=(5)/(2)*

Ralpana Pokerna. - Ordinary Resolution

Promoter/ Number No. of % of vote I

1208280

3178200

Seema Jain-Ordinary Resolution

No. of

votes

polled

1969920

1208280

3178200

(2)

0

100

100

% of vote

polled on

g shares

\*100]

100

0

100

100

outstandin

[(3)=(2)/(1)

Public-

others Total

Promoter/

Promoter

promoter group Public-

Institution al holders

Public-

others Total

and

Public

1208280

3178200

Number

shares

held (1)

1969920

1208280

3178200

of

0

Public	shares held (1)	polled (2)	outstandin g shares [(3)=(2)/(1) *100]	in favour (4)	against (5)	votes polled [(6)=(4)/(2)* 100]	on votes polled [(7)=(5)/(2)*
Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0

Resolution no. 6-Regularisation of appointment of Women Director Smt.

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

No. of

100

100

No. of

votes

favour

in

(4)

100

0

100

100

0

0

No. of

votes in

against

(5)

0

0

0

0

No. of

% of votes

100

100

% of votes

in favour on

votes polled

[(6)=(4)/(2)\*

100]

100

0

100

100

% of votes

0

0

% of votes

in against

[(7)=(5)/(2)\*

on votes

polled

100]

0

0

0

0

Resolution no. 7- Adoption of New Set of Articles of Association as per the provisions of Companies Act, 2013-Special Resolution Promoter/ Number No. of % of vote No. of No. of % of votes % of votes D 111

Public	of shares held (1)	votes polled (2)	polled on outstandin g shares [(3)=(2)/(1) *100]	votes in favour (4)	votes in against (5)	in favour on votes polled [(6)=(4)/(2)* 100]	in against on votes polled [(7)=(5)/(2)*
Promoter and promoter	1969920	1969920	100	100	0	100	0

Promoter and promoter group	1969920	1969920	100	100	0	100	0
Public- Institution	0	0	0	0	0	0	0

100

100

0

0

100

100

0

0

al holders

Public-

others Total

1208280

3178200

1208280

3178200

100

100