

## VALUE INDUSTRIES LIMITED

Regd. Office : 14 K. M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Tal.: Paithan, Dist.: Aurangabad- 431 105, (Maharashtra)

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CIN: L99999MH1988PLC046445

Dear Members,  
Value Industries Limited

**Sub.: Instructions for e-voting for the Twenty-Sixth Annual General Meeting (“AGM”) of the Members of Value Industries Limited (the “Company”) scheduled to be held on Monday, 30th June, 2014, at the registered office of the Company at 14 K. M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Tal.: Paithan, Dist.: Aurangabad- 431 105, (Maharashtra) at 10.00 a.m..**

The Twenty-Sixth Annual General Meeting (“AGM”) of the Members of Value Industries Limited (the “Company”) will be held on Monday, 30th June, 2014, at the registered office of the Company at 14 K.M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist.: Aurangabad - 431 105, (Maharashtra) at 10.00 a.m. to transact the business as mentioned in the Notice convening AGM, copies whereof have been simultaneously served on the Members and all other persons who are entitled to receive the same.

In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer the e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for providing e-voting facility to enable the shareholders to cast their votes electronically.

These e-voting instructions are being sent to you as your name appears in the Register of Members as on Friday, 23rd May, 2014, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Twenty-Sixth AGM together with the Annual Report and to participate through e-voting.

**The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” tab.
3. Now, select the Electronic Voting Sequence Number - “EVSN” along with “VALUE INDUSTRIES LIMITED” from the drop down menu and click on “SUBMIT”.
4. Now Enter your User ID [For CDSL: 16 digits beneficiary ID, For National Securities Depository Limited (“NSDL”): 8 Character DP ID followed by 8 Digits Client ID], Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

Fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form/Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the ----- in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the **DD/MM/YYYY** in the Date of Birth details field. Alternately please enter ----- in the Dividend Bank details field.

6. After entering these details appropriately, click on “SUBMIT” tab.
7. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in the Notice convening AGM.

9. Click on the relevant EVSN on which you choose to vote.
10. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
12. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
13. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
14. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on cut-off date/entitlement date.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code then click on Forgot Password & enter the details as prompted by the system.
17. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution which they have issued in favour of the Authorised Person, if any, in PDF format in the system for the scrutinizer to verify the same.
18. **The e-voting period begins on Tuesday, 24th June, 2014 at 9.00 a.m. and shall end on Thursday, 26th June, 2014 at 6.00 p.m., both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 23rd May, 2014 being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
19. The e-voting facility is being offered as an alternate to all the Members to enable them to exercise their right to vote by electronic means. The Members who do not opt to exercise their right to vote by electronic means or who do not have access to e-voting facility, may exercise their right to vote at AGM, in the manner prescribed under Section 107 of the Companies Act, 2013. The Members who opted to cast their vote by electronic means cannot participate in voting at AGM. If any Member opted to cast his vote by electronic means and also participates in voting at AGM then voting done by electronic means shall be treated as valid and the vote casted at AGM shall be treated as if the Member has not participated in voting at AGM.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available on [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The shareholders can also write to Ms. Anagha Joshi, Company Secretary of the Company, at [secretarial\\_value@videoconmail.com](mailto:secretarial_value@videoconmail.com).
21. The Notice of AGM is placed on website of the Company viz. [www.valueind.in](http://www.valueind.in) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com).
22. Mrs. Gayathri R. Girish, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.
23. The result of the e-voting shall be declared by any one of the Directors or Company Secretary or any other person authorised by the Board at the AGM and the results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. [www.valueind.in](http://www.valueind.in) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com).

By order of Board of Directors of  
**VALUE INDUSTRIES LIMITED**

Place : Mumbai  
Date : 06th June, 2014

**ANAGHA JOSHI**  
**COMPANY SECRETARY**