

Gayathri R Girish

Company Secretary

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The Chairman of
26th Annual General Meeting of the Members of
Value Industries Limited (the "Company")
Scheduled to be held on Monday, 30th June, 2014
at 10.00 A.M. at the Registered Office of the Company at
14 KM Stone, Aurangabad – Paithan Road,
Village: Chittegaon, Tal.: Paithan,
Aurangabad - 431 105

Dear Sir,

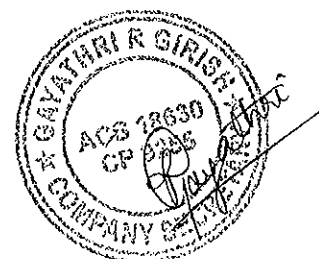
Sub.: E-voting Scrutiny Report

I Gayathri R. Girish, Company Secretary in Whole-time Practice, Certificate of Practice No.: 9255, have been appointed as Scrutinizer, by the Board of Directors of the Company in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014, (Rules) for the purpose of scrutinizing the e-voting process and ascertaining requisite majority on e-voting carried out in respect of the resolutions as set out in the Notice of Twenty-Sixth Annual General Meeting ("26th AGM") of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, and Rules relating to voting through electronic means on the resolutions contained in Notice of the 26th AGM of the members of the Company. My responsibility as a Scrutinizer for e-voting process is restricted to make a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions stated above, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorized agency engaged by the Company to provide e-voting facility. This e-voting report is generated on the basis of information available/downloaded from CDSL website www.evotingindia.co.in.

Further to the above, I hereby submit the e-voting Scrutiny Report:

1. The e-voting period remained open from Tuesday, 24th June, 2014 (09.00 A.M.) to Thursday, 26th June, 2014 (06.00 P.M.).
2. The members of the Company as on the cut off/entitlement date i.e. 23rd May, 2014 were entitled to vote on the resolutions as set out in the notice of the 26th AGM of the members of the Company.



3. As stated above, the e-voting period ended at 6.00 P.M. on 26th June, 2014. The votes cast on e-voting were unblocked by me in presence of two witnesses Mr. Suresh Patil and Mr. Sanjay Kumar who are not in the employment of the Company.
4. The details of the e-voting are as under:

ORDINARY BUSINESS:

Item No. 1:

To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st December, 2013, and the Audited Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon:

i. Voted in favour of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
39	18,338,824	100.00%

ii. Voted against the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
0	0	0

Item No. 2:

Ordinary Resolution for appointment of Auditors and to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No.105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e. the 26th Annual General Meeting until the conclusion of the 29th Annual General Meeting (subject to ratification of the appointment by the Members at every Annual



General Meeting held after this Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors of the Company.”

I. Voted **in favour** of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
39	18,338,824	100.00%

II. Voted **against** the resolution:

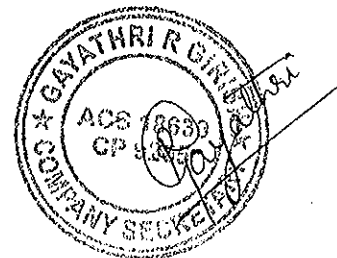
Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
0	0	0

SPECIAL BUSINESS:

Item No. 3:

Ordinary Resolution for appointment of Director:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and such other provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Subhash S. Dayama (DIN: 00217692), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Subhash S. Dayama as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto a term of five consecutive years from the date of this appointment, not liable to retire by rotation.”



I. Voted **in favour** of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
38	18,338,324	100.00%

II. Voted **against** the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
1	500	0.00%

5. In terms of the provisions of Clause 20(3)(xii) of the Rules, I have maintained the register of e-voting in electronic form. In terms of the provisions of Clause 20(3)(xii) of the Rules, the register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the minutes of Annual General Meeting.

You are kindly requested to acknowledge the receipt.

Thanking you,

Yours truly,

Place: Aurangabad
Date: 28th June, 2014

Signature : _____
Name : GAYATHRI R. GIRISH
Designation : COMPANY SECRETARY IN
WHOLE-TIME PRACTICE
CP No. : 9255

