

The Members

Value Industries Limited

14 K.M. Stone, Aurangabad –Paithan Road,

Village: Chittegaon, Tal: Paithan,

Aurangabad - 431 105

Dear Members,

**Sub.: Announcement of Results of voting by remote e-voting and voting by ballot of the resolutions passed at the 28<sup>th</sup> Annual General Meeting of the members of Value Industries Limited held on Monday, 26<sup>th</sup> September, 2016, at 10.30 a.m. at the Registered Office of the Company at 14 K.M. Stone, Aurangabad –Paithan Road, Village: Chittegaon, Tal: Paithan, Aurangabad - 431 105 (Maharashtra).**

28<sup>th</sup> Annual General Meeting of the members of Value Industries Limited (“AGM”) was held on Monday, 26<sup>th</sup> September, 2016, at 10.30 a.m. at the Registered Office of the Company at 14 K.M. Stone, Aurangabad –Paithan Road, Village: Chittegaon, Tal: Paithan, Aurangabad - 431 105, to transact the business as mentioned in the Notice of AGM dated 13<sup>th</sup> August, 2016.

I, Bhujang Kakade, Chairman appointed for Annual General Meeting refer to the Scrutinizers Report and would like to inform you as under:

1. The Company on Saturday, 3<sup>rd</sup> September, 2016 completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company fixed Monday, 19<sup>th</sup> September, 2016, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.
2. The remote e-voting facility remained opened from Friday, 23<sup>rd</sup> September, 2016 at 9.00 a.m. to Sunday, 25<sup>th</sup> September, 2016 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Sunday, 25<sup>th</sup> September, 2016.
3. Mrs. Kanchan A Kakade, Company Secretary in Whole Time Practice, (CP No.:11999) was appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
4. At the end of discussion on the resolutions allowed voting by Ballot as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of the Companies Act, 2013, for all those members who were present at the AGM and had not casted their vote by availing the remote e-voting facility.



5. After the conclusion of voting at the AGM, votes casted by Ballot at the AGM were counted, thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. V. G. Shilvant and Mr. Ganesh J. Kakani, who are not in the employment of the Company, in the manner provided in the Rules.
6. The Scrutinizer has issued separate Scrutinizer Report(s) dated 26<sup>th</sup> September, 2016 on Remote E-Voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 13<sup>th</sup> August, 2016.
7. The Members who had cast their votes by remote e-voting and participated in the AGM even after exercising their right to vote through remote e-voting were not allowed to cast vote again at the AGM.
8. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, the Scrutinizer has maintained the Registers electronically.
9. The details of Voting through e-voting process (remote e-voting) and voting by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Monday, 19 <sup>th</sup> September, 2016, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.	65,846
Total Number of Outstanding Shares as on Monday, 19 <sup>th</sup> September, 2016.	39,185,675

### Total Voting:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	33	842,835	2.15
e-voting process (remote e-voting)	36	17,587,677	44.88
<b>Total</b>	<b>69</b>	<b>18,430,512</b>	<b>47.03</b>

**Valid Voting:**

<b>Mode of Voting</b>	<b>Number of Members whose votes are valid</b>	<b>Number of valid votes cast by them</b>	<b>% to total votes cast by them</b>
Votes cast by Ballot	33	842,835	4.57
e-voting process (remote e-voting)	36	17,587,677	95.43
<b>Total</b>	<b>69</b>	<b>18,430,512</b>	<b>100.00</b>

**Invalid Voting:**

<b>Mode of Voting</b>	<b>Number of Members whose votes are invalid</b>	<b>Number of invalid votes</b>	<b>% to total votes cast by them</b>
Votes cast by Ballot	NIL	NA	NA
e-voting process (remote e-voting)	NIL	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NA</b>	<b>NA</b>

Further, to the above, and based on the Consolidated Report of Scrutinizer of voting through electronics means and voting by Ballot conducted at AGM; I hereby declare that following resolutions have been duly passed with requisite majority:

1. Adoption of Audited Statement of Profit and Loss for the financial period ended 31st March, 2016, the Audited Balance Sheet as at that date and the Cash Flow Statement together with Reports of Board of Directors and Auditors thereon.
2. Appointment of a director in place of Mrs. Gayathri R. Girish (DIN: 07145426), who retires by rotation and being eligible offers herself for reappointment.
3. Ratification of the Appointment of Auditors and fixation of their remuneration.
4. Appointment of Mr. Bhujang Kakade (DIN: 063838190) as an Independent Director to hold office upto the term of 5 consecutive years from 26<sup>th</sup> September, 2016, not liable to retire by rotation.


# VALUE INDUSTRIES LIMITED



5. Ratification and confirmation of payment of remuneration to Cost Auditor of the Company.

Consolidated Report of Scrutinizer of voting through electronics means and voting by Ballot conducted at the AGM is attached herewith.

Place: Aurangabad  
Date: 26<sup>th</sup> September, 2016

Signature :   
Name : **BHUJANG KAKADE**  
Designation : **DIRECTOR AND CHAIRMAN OF THE ANNUAL GENERAL MEETING**  
DIN : **06383819**

# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,  
Paud Road, Pune - 411038  
Cell: +91 9850835593  
Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Value Industries Limited (the "Company") held on Monday, 26<sup>th</sup> September, 2016, at 10.30 a.m. at the Registered Office of the Company at 14 K.M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra).

Dear Sir,

I, Kanchan Kakade, Company Secretary in Whole-Time Practice, Certificate of Practice No.: 11999, 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 of the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by Ballot at the Annual General Meeting ("AGM").

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 and voting by ballot on the resolutions contained in Notice of Annual General Meeting dated 13<sup>th</sup> August, 2016. My responsibility as a Scrutinizer for voting through electronic means and voting by ballot at AGM 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 voting by electronic means provided by Central Depository Services (India) Limited ("CDSL") the Authorised Agency engaged by the Company for providing voting by electronic means and information available/downloaded from CDSL website [www.evotingindia.co.in](http://www.evotingindia.co.in) and based on the scrutiny of Ballot Forms cast after AGM and verified based on the data provided by M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.

I have issued separate Scrutinizer Report(s) dated 26<sup>th</sup> September, 2016 on Remote E-Voting and voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 13<sup>th</sup> August, 2016.



# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,  
Paud Road, Pune - 411038  
Cell: +91 9850835593  
Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

Further, to the above, I hereby submit Consolidated Scrutiny Report of e-voting process (remote e-voting) and voting by Ballot at AGM:

1. The Company on Saturday, 3<sup>rd</sup> September, 2016 completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company had fixed Monday, 19<sup>th</sup> September, 2016, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.
2. The remote e-voting facility remained open from Friday, 23<sup>rd</sup> September, 2016 at 9.00 a.m. to Sunday, 25<sup>th</sup> September, 2016 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Sunday, 25<sup>th</sup> September, 2016.
3. The Chairman of the AGM, at the end of discussion on the resolutions on which voting is to be held, allowed voting by Ballot as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of the Companies Act, 2013, for all those members who were present at the AGM and had not casted their vote by availing the remote e-voting facility.
4. The Members who had casted their votes by remote e-voting and participated in the Meeting even after exercising their right to vote through remote e-voting were not allowed to cast vote again at the AGM.
5. After the conclusion of voting by ballot at the AGM, votes casted by Ballot were counted, thereafter votes casted through remote e-voting were unblocked in the presence of Mr. V.G. Shilvant and Mr. Ganesh J. Kakani, who are not in the employment of the Company, in the manner provided in the Rules.
6. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, I have maintained the Register electronically.
7. The details of Voting through e-voting process (remote e-voting) and votes cast by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Monday, 19 <sup>th</sup> September, 2016, the cut-off date/entitlement date for identifying the Shareholders entitled to participate by e-voting process (remote e-voting) or voting by Ballot at AGM.	65,846
Total Number of Outstanding Shares as on the cutoff date/entitlement date i.e. Monday, 19 <sup>th</sup> September, 2016.	39,185,675



# KANCHAN KAKADE

## Company Secretary

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### Total Voting:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	33	842,835	2.15
e-voting process (remote e-voting)	36	17,587,677	44.88
<b>Total</b>	<b>69</b>	<b>18,430,512</b>	<b>47.03</b>

### Valid Voting:

Mode of Voting	Number of Members whose votes are valid	Number of valid votes cast by them	% to total votes cast by them
Votes cast by Ballot	33	842,835	4.57
e-voting process (remote e-voting)	36	17,587,677	95.43
<b>Total</b>	<b>69</b>	<b>18,430,512</b>	<b>100.00</b>

### Invalid Voting:

Mode of Voting	Number of Members whose votes are invalid	Number of invalid votes	% to total votes cast by them
Votes cast by Ballot	NIL	NA	NA
e-voting process (remote e-voting)	NIL	NA	NA
<b>Total</b>	<b>NIL</b>	<b>NA</b>	<b>NA</b>

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# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,

Paud Road, Pune - 411038

Cell: +91 9850835593

Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

Further, to the above, I hereby submit Consolidated Scrutiny Report of voting through electronic means and voting conducted by Ballot at AGM as under:

Item no. of the Notice	Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	No of Members abstain from voting & No. of Shares held by them
			Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
1. Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Audited Statement of Profit and Loss for the financial period ended on 31st March, 2016 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.	Remote E-Voting	17,587,677	17,587,327	100.00	350	0.00	NIL	NIL
	Voting by Ballot	842,835	842,835	100.00	NIL	NA	NIL	NIL
	<b>Total</b>	<b>18,430,512</b>	<b>18,430,162</b>	<b>100.00</b>	<b>350</b>	<b>0.00</b>	<b>NIL</b>	<b>NIL</b>
2. Ordinary Resolution for appointment of a director in place of Mrs. Gayathri R. Girish, who	Remote E-Voting	17,587,677	17,587,327	100.00	350	0.00	NIL	NIL





# KANCHAN KAKADE

## Company Secretary

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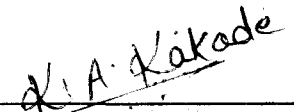
retires by rotation and being eligible offers herself for reappointment.	Voting by Ballot	842,835	842,835	100.00	NIL	NA	NIL	NIL
	<b>Total</b>	<b>18,430,512</b>	<b>18,430,162</b>	<b>100.00</b>	<b>350</b>	<b>0.00</b>	<b>NIL</b>	<b>NIL</b>
3. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to ratify appointment of Statutory Auditors of the Company and fix their remuneration.	Remote E-Voting	17,587,677	17,587,327	100.00	350	0.00	NIL	NIL
	Voting by Ballot	842,835	842,835	100.00	NIL	NA	NIL	NIL
	<b>Total</b>	<b>18,430,512</b>	<b>18,430,162</b>	<b>100.00</b>	<b>350</b>	<b>0.00</b>	<b>NIL</b>	<b>NIL</b>
4. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint Mr. Bhujang Kakade (DIN: 06383819), as an Independent Director to hold office upto a term of five consecutive years from 26th September, 2016, not liable to retire by rotation.	Remote E-Voting	17,587,677	17,587,327	100.00	350	0.00	NIL	NIL
	Voting by Ballot	842,835	842,835	100.00	NIL	NA	NIL	NIL
	<b>Total</b>	<b>18,430,512</b>	<b>18,430,162</b>	<b>100.00</b>	<b>350</b>	<b>0.00</b>	<b>NIL</b>	<b>NIL</b>

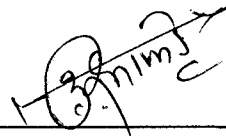
**KANCHAN KAKADE**  
**Company Secretary**

B-9, Chandrakamal Society, Shivtirthnagar,  
Paud Road, Pune - 411038  
Cell: +91 9850835593  
Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

5. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, for the financial year ending on 31st March, 2017.	Remote E-Voting	17,587,677	17,587,327	100.00	350	0.00	NIL	NIL
	Voting by Ballot	842,835	842,835	100.00	NIL	NA	NIL	NIL
	<b>Total</b>	<b>18,430,512</b>	<b>18,430,162</b>	<b>100.00</b>	<b>350</b>	<b>0.00</b>	<b>NIL</b>	<b>NIL</b>

The electronic data and all other relevant records relating to the e-voting and voting by Ballot are under my safe custody and will be handed over to the Chairman of the AGM for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

**Signature** :   
**Name** : KANCHAN KAKADE  
**Designation** : COMPANY SECRETARY  
IN WHOLE-TIME PRACTICE  
**CP No.** : 11999

**Signature** :   
**Name** : BHUJANG KAKADE  
**Designation** : DIRECTOR AND CHAIRMAN OF THE  
ANNUAL GENERAL MEETING  
**DIN** : 06383819

Place: Aurangabad  
Date: 26th September, 2016

# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,  
Paud Road, Pune - 411038  
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### VALUE INDUSTRIES LIMITED

#### SCRUTINIZER'S REPORT ON REMOTE E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairman,  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Value Industries Limited (the "Company") held on Monday, 26<sup>th</sup> September, 2016, at 10.30 a.m. at the Registered Office of the Company at 14 K.M. Stone, Aurangabad–Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra).

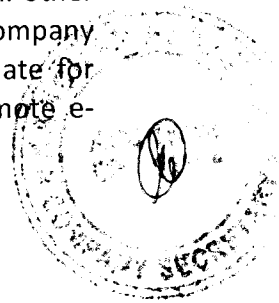
Dear Sir,

I, Kanchan Kakade, Company Secretary in Whole-Time Practice, Certificate of Practice No.: 11999, 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 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by Ballot at the Annual General Meeting ("AGM").

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 Annual General Meeting dated 13<sup>th</sup> August, 2016. My responsibility as a Scrutinizer for voting through electronic means is restricted to make a Scrutinizer's Report of votes casted "In Favour" or "Against" the resolutions stated above, based on the Reports generated from voting by electronic means provided by Central Depository Services (India) Limited ("CDSL") the Authorised Agency engaged by the Company for providing voting by electronic means and information available/downloaded from CDSL website [www.evotingindia.co.in](http://www.evotingindia.co.in).

Further, to the above, I hereby submit Scrutiny Report of e-voting process (remote e-voting):

1. The Company on Saturday, 3<sup>rd</sup> September, 2016 completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company had fixed Monday, 19<sup>th</sup> September, 2016, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.



# KANCHAN KAKADE

## Company Secretary

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Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

2. The remote e-voting facility remained open from Friday, 23<sup>rd</sup> September, 2016 at 9.00 a.m. to Sunday, 25<sup>th</sup> September, 2016 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Sunday, 25<sup>th</sup> September, 2016.
3. After the conclusion of voting by Ballot at the AGM, votes casted through remote e-voting votes were unblocked in the presence of Mr. V. G. Shilvant and Mr. Ganesh J. Kakani, who are not in the employment of the Company, in the manner provided in the Rules.
4. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, I, have maintained the Register electronically.
5. The details of Voting through e-voting process (remote e-voting) is as under:

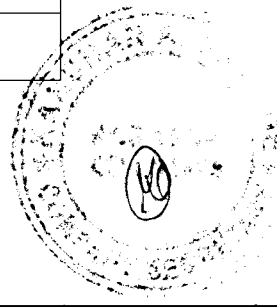
Particulars	Particulars
Total Number of Shareholders as on Monday, 19 <sup>th</sup> September, 2016, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.	65,846
Total Number of Outstanding Shares as on Monday, 19 <sup>th</sup> September, 2016, the cut off date/entitlement date	39,185,675
Number of Members exercised their right to vote through remote e-voting	36
Number of Votes cast by them	17,587,677
% to total outstanding shares	44.88%

### Valid Voting:

Number of Members whose votes are valid	Number of valid votes cast by them	% to votes polled by E-Voting
36	17,587,677	100.00

### Invalid Voting:

Number of Members whose votes are invalid	Number of invalid votes	% to votes polled by E Voting
NIL	NA	NA



# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,

Paud Road, Pune - 411038

Cell: +91 9850835593

Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Chairman of the AGM for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Signature

:

*K.A. Kakade*

Name

:

KANCHAN KAKADE

Designation

:

COMPANY SECRETARY

IN WHOLE-TIME PRACTICE

Place: Aurangabad

Date: 26<sup>th</sup> September, 2016

CP No.

: 11999

# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,

Paud Road, Pune - 411038

Cell: +91 9850835593

Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

Further, to the above, I hereby submit Agenda wise Scrutiny Report of voting through electronic means as under:

Item no. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	No of Members abstain from voting & No. of Shares held by them
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	
1. Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Audited Statement of Profit and Loss for the financial period ended on 31st March, 2016 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.	17,587,327	100.00	350	0.00	NIL	NA
2. Ordinary Resolution for appointment of a director in place of Mrs. Gayathri R. Girish, who retires by rotation and being eligible offers herself for reappointment.	17,587,327	100.00	350	0.00	NIL	NA
3. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to ratify appointment of Statutory Auditors of the Company and fix their remuneration.	17,587,327	100.00	350	0.00	NIL	NA
4. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint Mr.	17,587,327	100.00	350	0.00	NIL	NA



# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,

Paud Road, Pune - 411038

Cell: +91 9850835593

Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

Bhujang Kakade (DIN: 06383819), as an Independent Director to hold office upto a term of five consecutive years from 26 <sup>th</sup> September, 2016, not liable to retire by rotation.						
5. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, for the financial year ending on 31st March, 2017.	17,587,327	100.00	350	0.00	NIL	NA

Place: Aurangabad

Date: 26<sup>th</sup> September, 2016

Signature

Name

Designation

CP No.

:

:

:

:

*K.A. Kakade*

KANCHAN KAKADE

COMPANY SECRETARY

IN WHOLE-TIME PRACTICE

11999

# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,  
Paud Road, Pune - 411038  
Cell: +91 9850835593  
Email: [cs.kanchank@gmail.com](mailto:cs.kanchank@gmail.com)

### Form No. MGT - 13

#### REPORT OF SCRUTINIZER ON VOTING BY BALLOT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,

28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Value Industries Limited (the "Company") held on Monday, 26<sup>th</sup> September, 2016, at 10.30 a.m. at the Registered Office of the Company at 14 K.M. Stone, Aurangabad–Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra).

Dear Sir,

I, Kanchan Kakade, Company Secretary in Whole-Time Practice, Certificate of Practice No.: 11999, appointed as Scrutinizer by the Board of Directors of the Company in terms of the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by Ballot at the Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting by ballot on the resolutions contained in Notice of Annual General Meeting dated 13<sup>th</sup> August, 2016. My responsibility as a Scrutinizer for voting conducted through ballot at AGM is restricted to make a Scrutinizer's Report of votes cast "In Favour" or "Against" the resolutions stated above, based on the Scrutiny of Ballot Forms verified with the data provided by M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.

Further, to the above, I hereby submit Scrutiny Report of voting by Ballot at AGM:

- (A) The Company on Saturday, 3<sup>rd</sup> September, 2016, completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company had fixed Monday, 19<sup>th</sup> September, 2016, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and votes casted by Ballot at AGM.





# KANCHAN KAKADE

## Company Secretary

B-9, Chandrakamal Society, Shivtirthnagar,

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- (B) The Company also provided facility for voting by Ballot at the AGM apart from providing remote e-voting facility for all those members who were present at the AGM but have not casted their votes by availing the remote e-voting facility.
- (C) The Chairman of the AGM, at the end of discussion on the resolutions allowed voting by Ballot as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of the Companies (Management And Administration) Rules, 2014, for all those members who were present at the AGM and had not casted their vote by availing the remote e-voting facility.
- (D) The Members who had casted their votes by remote e-voting and participated in the Meeting even after exercising their right to vote through remote e-voting were not allowed to cast vote again at the Meeting.
- (E) After the time fixed for closing of the Ballot by the Chairman, Ballot Box kept for polling was locked in my presence with due identification mark placed by me.
- (F) The locked Ballot Box was subsequently opened in my presence and the Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Company and M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
- (G) I did not find any invalid Ballot.
- (H) In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, I, have maintained the Register electronically.
- (I) The details of Voting by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Monday, 19 <sup>th</sup> September, 2016, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.	65,846
Total Number of Outstanding Shares as on Monday, 19 <sup>th</sup> September, 2016, the cut off date/entitlement date	39,185,675
Number of Members participated in voting by Ballot	33
Number of Votes cast by them	842,835
% to total outstanding shares	2.15%

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### Valid Voting:

Number of Members whose votes are valid	Number of valid votes cast by them	% to votes polled by Ballot
33	842,835	100.00

### Invalid Voting:

Number of Members whose votes are invalid	Number of invalid votes	% to votes polled by Ballot
NIL	NA	NA

(J) The Result of the voting by Ballot at the AGM is as under:

- (1) Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Audited Statement of Profit and Loss for the financial period ended on 31<sup>st</sup> March, 2016 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	842,835	100.00

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NA	NA

(X)

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(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NA

(2) **Ordinary Resolution for appointment of a director in place of Mrs. Gayathri R. Girish, who retires by rotation and being eligible offers herself for reappointment.**

(i) **Voted in favour of the Resolution:**

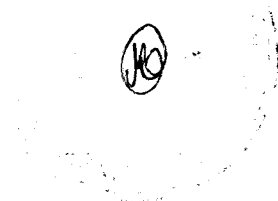
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	842,835	100.00

(ii) **Voted against the Resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NA	NA

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NA



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- (3) Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to ratify appointment of Statutory Auditors of the Company and fix their remuneration:

(iv) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	842,835	100.00

(v) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NA	NA

(vi) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NA

- (4) Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint Mr. Bhujang Kakade (DIN: 06383819), as an Independent Director to hold office upto a term of five consecutive years from 26<sup>th</sup> September, 2016, not liable to retire by rotation:



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(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	842,835	100.00

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NA	NA

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NA

(5) Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, for the financial year ending on 31st March, 2017:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	842,835	100.00



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(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NA	NA

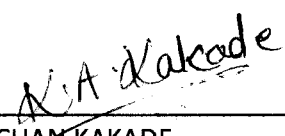
(iii) Invalid Votes:

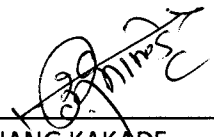
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NA

- (K) The Compact Disc (CD) containing the list of Equity Shareholders who voted "In Favour" or "Against" and those whose votes were declared invalid for each resolution is enclosed.
- (L) The Ballot Papers and all other relevant records are under my safe custody and will be handed over to the Chairman of the AGM for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours truly,

Signature :   
Name : KANCHAN KAKADE  
Designation : COMPANY SECRETARY  
IN WHOLE-TIME PRACTICE  
CP No. : 11999

Signature :   
Name : BHUJANG KAKADE  
Designation : DIRECTOR AND CHAIRMAN OF THE  
ANNUAL GENERAL MEETING  
DIN : 06383819

Place: Aurangabad

Date: 26<sup>th</sup> September, 2016