



Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management & Administration) Rules, 2014 as amended]

To
The Managing Director
V. B. Industries Limited

Dear Sir,

I, Gayatri V. Phatak, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **V. B. Industries Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 30th Annual General Meeting of the Company held on Thursday, 21st September 2017.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 30th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "IN FAVOUR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under :-

1. The remote e-voting period commenced on Monday 18th September 2017 at 9.00 A.M. and concluded on Wednesday, 20th September 2017 at 5.00 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "cut-off date" i.e. September 14, 2017 were entitled to vote on the proposed resolutions stated in the Notice of the 30th Annual General Meeting.
3. The Result of remote e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL i.e. www.evotingindia.com.

The Results of remote e-voting and ballot papers received at the 30th Annual General Meeting are as under –





Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2017.

Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	13	695526	100.00%
Ballot at AGM	49	113	100.00%
Total	62	698639	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	0	0	00.00%
Total	0	0	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 2 – Ordinary Resolution

Appointment of M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E) as Statutory Auditors of the Company for the term of 5 years.

Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	13	695526	100.00%
Ballot at AGM	49	113	100.00%
Total	62	698639	100.00%





Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	0	0	00.00%
Total	0	0	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 3 – Ordinary Resolution

Appointment of Mr. Johar Pal Singh (DIN: 00113986) as Chairman & Managing Director of the Company, for a period of 3 years

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	13	695526	100.00%
Ballot at AGM	49	113	100.00%
Total	62	698639	100.00%

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	0	0	00.00%
Total	0	0	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil





Resolution No. 4 – Ordinary Resolution

Appointment of Mrs. Saroj Devi Kothari (DIN: 01312905) as Independent Director of the Company for the period of 5 Years

Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	13	695526	100.00%
Ballot at AGM	49	113	100.00%
Total	62	698639	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	0	0	00.00%
Total	0	0	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 5 – Ordinary Resolution

Appointment of Ms. Pooja Jobanputra (DIN: 07583269) as Independent Director of the Company for the period of 5 Years

Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	13	695526	100.00%
Ballot at AGM	49	113	100.00%
Total	62	698639	100.00%





Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	0	0	00.00%
Ballot at AGM	0	0	00.00%
Total	0	0	00.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of 30th Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**
Company Secretaries



GAYATRI V. PHATAK
Proprietor

ACS No. 31886, C.P. No. 11816

Place : Mumbai

Date : September 25, 2017