

September 29, 2017

Corporate Relationship Department,
BSE Limited,
New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sirs,

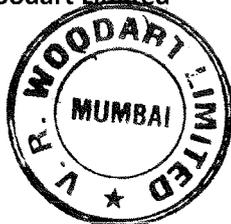
Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Proceedings of 27th Annual General Meeting of the Company
Ref: 523888 (V R Woodart Limited)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the proceedings of the 27th Annual General Meeting of the Company held on 29th September, 2017 at 63-64, Mittal Court, C Wing, Nariman Point, Mumbai 400021.

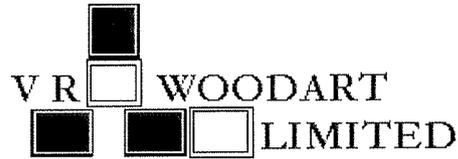
You are requested to kindly take the same on record and bring it to the notice of your constituents.

Thanking you,
For V R Woodart Limited


Divya Pai
Director



Encl: Copy of the proceedings of 27th AGM



PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF V R WOODART LIMITED HELD ON FRIDAY, 29TH SEPTEMBER, 2017 AT 9.00 A.M. AT 63-64, MITTAL COURT, C WING, NARIMAN POINT, MUMBAI 400021.

The 27th Annual General Meeting of the members of V R Woodart Limited was held on 29th September, 2017 at 9.00 a.m. at 63-64, Mittal Court, C Wing, Nariman Point, Mumbai 400021

Mr. Ajay Anand, Chairman, chaired the proceedings of the meeting.

Taking number of Members present, the requirement of the quorum as per Section 103 of the Companies Act, 2013 was fulfilled. The Chairman declared the meeting as validly convened

The Chairman introduced to the members the Directors, Management Committee Members, Key Managerial Personnel and invitees present at the meeting.

Proceeding:

The Chairman announced that the Statutory Registers, Proxy Registers, Certificate as per Regulation 73(2) of SEBI (ICDR) Regulation, 2009 and other inspection documents as required under the Companies Act, 2013, SEBI ICDR & LODR Regulations and other statutory legislature were available for inspection during the 27th Annual General Meeting.

With the consent of the members, the notice convening the 27th Annual General Meeting was taken as read. In view of Section 145 of the Companies Act, 2013 as there were no qualifications in the Auditors Report, the Company need not read the Auditors Report and hence the same is taken as read.

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, and rules framed thereunder and the SEBI (LODR) Regulation, 2015, the Company had extended the remote e-voting facility to the members of the Company in respect of the resolutions to be passed at the meeting. The remote e-voting commenced at 9.00 a.m. on 26th September, 2017 and ended at 5.00 p.m. on 28th September, 2017. He further informed that the members who did not cast their votes through e-voting may cast their votes through poll paper at the meeting.

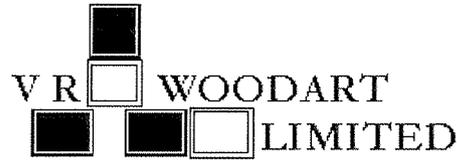
Thereafter, the following resolutions as set out in the notice convening the Annual General Meeting were proposed and seconded by the members:

The Chairman thereafter proceeded with the Agenda mentioned in the Notice of the 27th Annual General Meeting. The Brief description of the resolution is as follows:

ORDINARY BUSINESS

1. Adoption of the Statement of Profit and Loss, Cash Flow Statement, for the financial year ended 31st March, 2017, the Balance Sheet as at that date, the Report of the Auditors and the Report of Board of Directors thereon;
2. Vacation of office of Mr. Ajay Anand (DIN: 00373248), as Director of the Company who did not offer himself to be reappointed;





3. Appointment of M/s. Thakur Vaidyanath Aiyar & Co., (FIRM RGN. NO. 000038N) as Statutory Auditors of the Company;

SPECIAL BUSINESS

4. Appointment of Mrs. Divya Pai (DIN: 07915821) as a Non-Executive Director & Chairman of the Company.
5. Appointment of Mr. Munish Chopra (DIN: 07928102), as an Independent Director.
6. Alteration in the terms of 5% Redeemable Preference Shares of the Company.
7. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.
8. Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company.
9. To Alter Clause 4. of Articles of Association of the Company.
10. Conversion of 0% Compulsory Convertible Preference Shares into equity shares.
11. Conversion of Unsecured Loan into Equity Shares.

The Chairman provided a fair opportunity to the Members of the Company who were entitle to vote to seek clarifications and/or offer comments related to the items of business and same were satisfactorily responded to by the Chairman.

The Chairman then announced the voting to be cast through poll papers after which few shareholders cast their votes through poll at the meeting.

The members were informed that the combined result of the e-voting and poll alongwith the Scrutinizer's report would be intimated to the Stock exchange and shall also be uploaded on the website of the Company within 48 hours of the conclusion of the AGM.

There being no other business, the meeting concluded with a vote of thanks to the Chairman.

For V R Woodart Limited


Divya Pai
Director



CIN No. L51909MH1989PLC138292

Registered Office: 106, Shiv Smriti Chambers, 49-A, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Corporate Office: 63-64, Mittal Court, C Wing, Nariman Point, Mumbai 400 021

Tel. : 91 (22) 43514444, 66604600 * Fax : 91 (22) 24936811 * E-mail : info@vrwoodart.com*

Website : www.vrwoodart.com



September 29, 2017

Corporate Relationship Department,
BSE Limited,
New Trading Wing,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sirs,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
Details regarding Voting Results at 27th Annual General Meeting of the Company

Ref: 523888 (V R Woodart Limited)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following Voting Report for 27th Annual General Meeting of the Company held on Friday, 29th September, 2017.

1. Report Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure I.
2. Consolidated report of Scrutinizers dated 29th September, 2017 on remote e-voting and voting through poll at the AGM.

We request you to kindly take same on record and bring it to the notice of the stakeholders.

Thanking you,
For V R Woodart Limited


Divya Rai
Director



Encl A/a

Annexure I
Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	29/09/2017
Total number of shareholders on record date	10144
No. of shareholders present in the meeting either in person or through proxy:	31
Promoters and Promoter Group:	6
Public:	25
No. of Shareholders attended the meeting through Video Conferencing:	0

RESOLUTION - 1	ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON
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Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 2	VACATION OF OFFICE OF MR. AJAY ANAND (DIN 00373248), WHO RETIRES BY ROTATION AND DID NOT OFFER HIMSELF FOR RE-APPOINTMENT
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Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 3

TO APPOINT THAKUR VAIDYANATH AIYAR & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS IN PLACE OF RETIRING AUDITORS M/S. MAJIBAIL & CO., AND FIX THEIR REMUNERATION

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 4	TO APPOINT MRS. DIVYA PAI (DIN: 07915821) AS NON EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY
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Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



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RESOLUTION - 5	TO APPOINT MR. MUNISH CHOPRA (DIN: 07928102) AS AN INDEPENDENT DIRECTOR
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Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 6

TO ALTER THE TERMS OF 5% REDEEMABLE PREFERENCE SHARES OF THE COMPANY

Resolution required: (Ordinary/ Special)			Special Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 7

RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

Resolution required: (Ordinary/ Special)			Special Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



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RESOLUTION - 8

INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 9	TO ALTER CLAUSE 4 (CAPITAL CLAUSE) OF ARTICLES OF ASSOCIATION OF THE COMPANY
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Resolution required: (Ordinary/ Special)			Special Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



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RESOLUTION - 10

TO CONVERT 0% COMPLUSORY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES

Resolution required: (Ordinary/ Special)			Special Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



RESOLUTION - 11

TO CONVERT UNSECURED LOAN INTO EQUITY SHARES

Resolution required: (Ordinary/ Special)			Special Resolution					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4491146	4457446	99.25	4457446	0	100.000	0.000
	Poll	4491146	0	0.00	0	0	0.000	0.000
	Postal Ballot	4491146	0	0.00	0	0	0.000	0.000
	Total	4491146	4457446	99.25	4457446	0	100.000	0.000
Public Institutions	E-voting	362200	0	0.00	0	0	0.000	0.000
	Poll	362200	0	0.00	0	0	0.000	0.000
	Postal Ballot	362200	0	0.00	0	0	0.000	0.000
	Total	362200	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	2879460	1000	0.03	1000	0	100.000	0.000
	Poll	2879460	660	0.02	660	0	100.000	0.000
	Postal Ballot	2879460	0	0.00	0	0	0.000	0.000
	Total	2879460	1660	0.06	1660	0	100.000	0.000
Total		7732806	4459106	57.66	4459106	0	100	0.000



Boi



213, Gr. Floor, Raghuleela Mall,
Behind Poinsur Bus Depot,
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233
98700 31365

E-mail : sanjayrd65@yahoo.com

SCRUTINIZER'S REPORT

To,
The Chairperson of
27th Annual General Meeting (AGM) of the Members of V R Woodart Limited
held on Friday, 29th September, 2017 at 09.00 a.m. at
63-64, 6th Floor, Wing C,
Mittal Court, Nariman Point,
Mumbai - 400 021.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 5th September, 2017, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by National Securities Depository Limited (NSDL) for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
 - 4.1 The Company has given the Ballot Paper to the Members who were present at the AGM held on Friday, 29th September, 2017 at 09.00 a.m. at 63-64, 6th Floor, Wing C, Mittal Court, Nariman Point, Mumbai - 400 021.
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
 - 4.4 The ballot box was opened in my presence.
 - 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 22nd September 2017.





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,
Behind Poincur Bus Depot,
Kandivali (West), Mumbai - 400 067.

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- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Tuesday, 26th September, 2017 (9.00 a.m.) and ended on Thursday, 28th September, 2017 (5.00 p.m.).
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 28th September, 2017 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29th September, 2016 at 9.32 a.m. (IST) in the presence of two witnesses, Ms. Mittal Gori and Mrs. Urvi Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mittal Gori

Name: Urvi Shah

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set in the Notice of the AGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as Annexure 1.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolution no. 1 to Resolution no. 11 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.
8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates
Practising Company Secretary

Sanjay Dholakia
Proprietor
Membership No. 2655 / CP No. 1798



Date: 29th September 2017
Place: Mumbai

Annexure 1

RESOLUTION 1- ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
Infavour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00

Invalid votes	0	0	0	0
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RESOLUTION 2 - VACATION OF OFFICE OF MR. AJAY ANAND (DIN 00373248), WHO RETIRES BY ROTATION AND DID NOT OFFER HIMSELF FOR RE-APPOINTMENT.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
Infavour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00

Invalid votes	0	0	0	0
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RESOLUTION3- TO APPOINT M/S. THAKUR VAIDYANATH AIYAR & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS IN PLACE OF RETIRING AUDITOR M/S. MAJIBAIL & CO., AND FIX THEIR REMUNERATION

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
Infavour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

RESOLUTION 4 -TO APPOINT MRS. DIVYA PAI (DIN: 07915821) AS NON EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY:

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
Infavour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			



RESOLUTION 5 - TO APPOINT MR. MUNISH CHOPRA (DIN: 07928102) AS AN INDEPENDENT DIRECTOR

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

RESOLUTION 6 - TO ALTER THE TERMS OF 5% REDEEMABLE PREFERENCE SHARES OF THE COMPANY

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			



RESOLUTION 7 - RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

RESOLUTION 8 - INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			



RESOLUTION 9 - TO ALTER CLAUSE 4 (CAPITAL CLAUSE) OF ARTICLES OF ASSOCIATION OF THE COMPANY:

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

RESOLUTION 10 - TO CONVERT 0% COMPIUSORY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES:

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			



RESOLUTION 11 - TO CONVERT UNSECURED LOAN INTO EQUITY SHARES:

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	7	4458446	13	660	20	4459106	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

