



## **SUMMARY OF PROCEEDINGS OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

The 28<sup>th</sup> Annual General Meeting of the members of V R Woodart Limited was held on 29<sup>th</sup> September 2018 at 9.00 a.m. at 63-64, Mittal Court, C Wing, Nariman Point, Mumbai 400021

Ms. Divya Pai, Chairman, chaired the proceedings of the meeting.

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

With the consent of the members, the notice convening the 28<sup>th</sup> Annual General Meeting was taken as read. 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 26<sup>th</sup> September 2018 and ended at 5.00 p.m. on 28<sup>th</sup> September 2018. 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:

### **ORDINARY BUSINESS**

1. Adoption of the Statement of Profit and Loss, Cash Flow Statement, for the financial year ended 31<sup>st</sup> March 2018, the Balance Sheet as at that date, the Report of the Auditors and the Report of Board of Directors thereon;
2. Re-appointment of Mr. Sanjay Anand (DIN: 01367853) as a Director of the Company.
3. Appointment of Mr. Dharmesh Patel (DIN: 08044318) as an Independent Director

The Chairman satisfactorily responded to the queries of the members.

The Chairman then announced the voting to be cast through poll papers and requested the members to drop the ballot form in the ballot box, if any.





The members were informed that the combined result of the e-voting and poll alongwith the Scrutinizer's report has been intimated to the Stock exchange and uploaded on the website of the Company.

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

**For V R Woodart Limited**

*B. G. Kakkad*  
**Bijal Kakkad**  
Company Secretary  
M.No: 54688





September 29, 2018

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 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting of the Company held on Saturday, 29<sup>th</sup> September, 2018.

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 29<sup>th</sup> September 2018 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

**Bijal Kakkad**  
Company Secretary & Compliance Officer  
M.No: 54688



Encl A/a

## Annexure I

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

Date of AGM	29th September 2018
Total number of shareholders on record date	10146
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, 2018 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON
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Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
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
	<b>Total</b>	<b>4491146</b>	<b>4457446</b>	<b>99.25</b>	<b>4457446</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
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
	<b>Total</b>	<b>362200</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	10038460	3453800	34.41	3453800	0	100.000	0.000
	Poll	10038460	190	0.00	190	0	100.000	0.000
	Postal Ballot	10038460	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>10038460</b>	<b>3453990</b>	<b>34.41</b>	<b>3453990</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>14891806</b>	<b>7911436</b>	<b>53.13</b>	<b>7911436</b>	<b>0</b>	<b>100</b>	<b>0.000</b>



RESOLUTION - 2	APPOINTMENT OF MR. SANJAY ANAND (DIN: 01367853) AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT
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Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
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
	<b>Total</b>	<b>4491146</b>	<b>4457446</b>	<b>99.25</b>	<b>4457446</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
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
	<b>Total</b>	<b>362200</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	10038460	3453800	34.41	3453800	0	100.000	0.000
	Poll	10038460	190	0.00	190	0	100.000	0.000
	Postal Ballot	10038460	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>10038460</b>	<b>3453990</b>	<b>34.41</b>	<b>3453990</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>14891806</b>	<b>7911436</b>	<b>53.13</b>	<b>7911436</b>	<b>0</b>	<b>100</b>	<b>0.000</b>

RESOLUTION - 3	REGULARISATION OF APPOINTMENT OF MR. DHARMESH PATEL (DIN: 08044318) AS AN INDEPENDENT DIRECTOR
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Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
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
	<b>Total</b>	<b>4491146</b>	<b>4457446</b>	<b>99.25</b>	<b>4457446</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
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
	<b>Total</b>	<b>362200</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	10038460	3453800	34.41	3453800	0	100.000	0.000
	Poll	10038460	190	0.00	190	0	100.000	0.000
	Postal Ballot	10038460	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>10038460</b>	<b>3453990</b>	<b>34.41</b>	<b>3453990</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Total</b>		<b>14891806</b>	<b>7911436</b>	<b>53.13</b>	<b>7911436</b>	<b>0</b>	<b>100</b>	<b>0.000</b>





# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Polnsur Bus Depot, Kandivall (West), Mumbai - 400 067.  
☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

### SCRUTINIZER'S REPORT

To,  
The Chairperson of  
28<sup>th</sup> Annual General Meeting (AGM) of the Members of V R Woodart Limited  
held on Saturday, 29<sup>th</sup> September, 2018 at 09.00 a.m. at  
63-64, 6<sup>th</sup> 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 28<sup>th</sup> August, 2018, 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 gave the Ballot Paper to the Members who were present at the AGM held on Saturday, 29<sup>th</sup> September, 2018 at 09.00 a.m. at 63-64, 6<sup>th</sup> 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 21<sup>st</sup> September 2018.
  - 4.6 I did not find any defaced or mutilated Ballot Papers.





# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.  
☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

4.7 The Remote e-voting period had commenced on Wednesday, 26<sup>th</sup> September, 2018 (9.00 a.m.) and ended on Friday, 28<sup>th</sup> September, 2018 (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 28<sup>th</sup> September, 2018 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29<sup>th</sup> September, 2018 at 9.35 a.m. (IST) in the presence of two witnesses, Mr. Tejendra Jadeja and Mr. Hiten Gohil who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Tejendra Jadeja

Name: Hiten Gohil

- 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. 3 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: 29<sup>th</sup> September 2018  
Place: Mumbai

**Annexure 1**

**RESOLUTION 1- ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 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
In favour of the Resolution	9	7911246	11	190	20	7911436	100
Against the Resolution	0	0	0	0	0	0	0

Invalid votes	0	0	0	0
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**RESOLUTION 2 - APPOINTMENT OF MR. SANJAY ANAND (DIN 01367853), WHO RETIRES BYROTATION AND BEING ELIGIBLE, 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
In favour of the Resolution	9	7911246	11	190	20	7911436	100
Against the Resolution	0	0	0	0	0	0	0

Invalid votes	0	0	0	0
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**RESOLUTION 3- REGULARIZATION OF APPOINTMENT OF MR. DHARMESH PATEL (DIN: 08044318) 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	9	7911246	11	190	20	7911436	100
Against the Resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0			

