

20th September, 2022

To,
Department of Corporate Services,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Ma'am,

Sub: Voting Results of the 32nd Annual General Meeting (AGM) of the Company
Ref: V.R.Woodart Limited (STOCK CODE: 523888)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing the Voting results of the 32nd Annual General Meeting of the Company held on Monday, 19th September 2022 at 10.30 a.m. (IST) through video conferencing, in the prescribed format together with the Scrutinizer's Report.

All the resolutions proposed at the AGM were passed with requisite majority.

The voting results along with the Scrutinizer's Report will also be made available on the Company's website at www.vrwoodart.com.

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

Yours sincerely,
For V.R.Woodart Limited


Samruddhi Varadkar
Company Secretary & Compliance Officer

Encl: a/a



A. D. PAREKH & ASSOCIATES

Company Secretaries

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SCRUTINIZER REPORT

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

To,
**The Chairperson of the 32nd Annual General Meeting of
V.R.WOODART LIMITED
held on Monday, 19th September, 2022 at 10.30 a.m.
through Video Conferencing**

Dear Sir,

I, **Ankit D. Parekh**, Proprietor of M/s. A. D. Parekh & Associates, Practicing Company Secretaries, (Membership No. ACS - 31990), appointed by the Board of Directors of V.R.Woodart Limited as the Scrutinizer pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular Nos. 14/ 2020, 17/ 2020, 20/2020, 02/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January 2021 and 5th May, 2022, respectively issued by Ministry of Corporate Affairs ("MCA"), (hereinafter referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022, respectively for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the AGM for the below mentioned resolutions proposed at the 32nd AGM of **V.R.Woodart Limited** held on Monday, 19th September, 2022 at 10.30 A.M. through Video Conferencing (VC).

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 the notice of the 32nd AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of 32nd AGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company.

As informed to us by the Management, the notice dated 19th August, 2022 convening the 32nd AGM of the Company through VC to be held on 19th September, 2022 along with the statement





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setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022 read with SEBI Circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022. The Members of the Company holding shares on the record date ("Cut off" date) i.e. 12th September, 2022 were entitled to vote on the resolutions as set out in the notice of said AGM. In this regard, we hereby submit our report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting the remote e-voting prior to the AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting period prior to the AGM remained open from Thursday, 15th September, 2022 (9.00 a.m. IST) to Sunday, 18th September, 2022 (5.00 p.m. IST) ("Remote E-voting period").
3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier. The members were allowed to cast their vote upto 15 minutes after the conclusion of the 32nd AGM. NSDL e-voting platform was disabled thereafter.
4. We have received a complete record of votes cast through electronic mode during the remote e-voting period and votes cast during and upto 15 minutes after the closure of the AGM held on 19th September, 2022, from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 19th September, 2022 at 11.05 a.m. (IST) in the presence of two witnesses, Mr. Bhaskar Jadhav and Ms. Kinjal Parmar who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.



Mr. Bhaskar Jadhav



Ms. Kinjal Parmar

5. We have scrutinized the votes cast through both remote e-voting and e-voting during the AGM for the purpose of this report.



Add: B-402, Krishna Classic, Ram Mandir Road, Babhai Naka, Borivali (W), Mumbai – 400092, MH.

Sole Proprietorship Unique Code No. S2021MH00787600



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6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the AGM has been recorded in the separate registers maintained for the purpose.
7. The result of the voting through both remote e-voting prior to AGM and e-voting during the AGM is as per annexure attached herewith.
8. All the resolutions as set out in Item Nos. 1 to 6 of the Notice dtd. 19th August, 2022, convening the 32nd Annual General Meeting of the Company, have been passed with requisite majority of votes. The Chairperson/Company Secretary may accordingly declare the result of voting.

Thanking you,

For A. D. PAREKH & ASSOCIATES

Company Secretaries

AD Parekh
CS AnkitD Parekh
M. No. ACS 31990
CoP No. 24267



UDIN: *A031990D001002608*

Place: Mumbai

Date: 20th September, 2022



A. D. PAREKH & ASSOCIATES

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Annexure to the Scrutinizer's Report of the 32nd Annual General Meeting ("AGM") of V.R.Woodart Limited

Result of remote e-voting prior to the AGM and e-voting during the AGM

Reso lutio n No.	Resolution heading	Type of resolution	Type of voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total		Invali d votes
				No. of member s voted	No. of valid votes cast by them	% of votes to total no. of valid votes cast	No. of member s voted	No. of valid votes cast by them	% of votes to total no. of valid votes cast	No. of member s voted	No. of votes cast by them	
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022 along with the Report of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Remote e-voting prior to AGM	49	11656153		1	100		50	11656253	0
			E-voting during the AGM	2	100		0	0		2	100	0
			Total	51	11656253	99.9991	1	100	0.0009	52	11656353	0
Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice has been passed with requisite majority.												
2.	To consider the appointment of a Director in place of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e-voting prior to AGM	49	11656153		1	100		50	11656253	0
			E-voting during the AGM	2	100		0	0		2	100	0
			Total	51	11656253	99.9991	1	100	0.0009	52	11656353	0
Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice has been passed with requisite majority.												



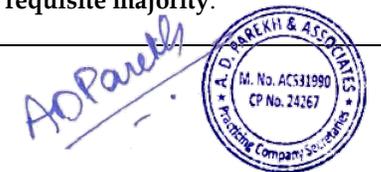


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3.	To re-appoint M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.	Ordinary Resolution	Remote e-voting prior to AGM	49	11656153		1	100		50	11656253	0
			E-voting during the AGM	2	100		0	0		2	100	0
			Total	51	11656253	99.9991	1	100	0.0009	52	11656353	0
Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice has been passed with requisite majority.												
4.	Approval of the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013	Special Resolution	Remote e-voting prior to AGM	49	11656153		1	100		50	11656253	0
			E-voting during the AGM	2	100		0	0		2	100	0
			Total	51	11656253	99.9991	1	100	0.0009	52	11656353	0
Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 4 of the Notice has been passed with requisite majority.												
5.	Approval of the Material Related Party Transaction	Ordinary Resolution	Remote e-voting prior to AGM	40	6005		1	100		41	6105	0
			E-voting during the AGM	2	100		0	0		2	100	0
			Total	42	6105	98.3884	1	100	1.6116	43	6205	0
Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice has been passed with requisite majority.												





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6.	Approval for conversion of Loan into Equity	Special Resolution	Remote e-voting prior to AGM	49	11656153		1	100		50	11656253	0
			E-voting during the AGM	2	100		0	0		2	100	0
			Total	51	11656253	99.9991	1	100	0.0009	52	11656353	0
Based on the aforesaid results, we report that the Special Resolution as set out in Item No. 6 of the Notice has been passed with requisite majority.												

For A. D. PAREKH & ASSOCIATES
Company Secretaries

A. D. Parekh
CS Ankit D Parekh
M. No. ACS 31990
CoP No. 24267



UDIN: A031990D001002608

Place: Mumbai
Date: 20th September, 2022

V.R. Woodart Limited	
Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015	
Date of AGM	19-09-2022
Total number of shareholders on record date	10148
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of shareholders attending the meeting through VC	
Promoters and Promoter Group:	5
Public:	41

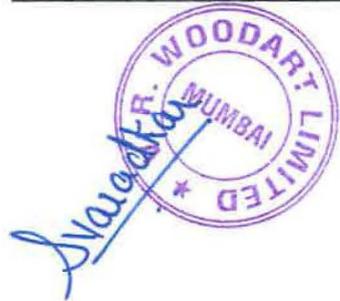
Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022 along with the Report of the Board of Directors and the Auditors thereon				
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	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4491146	4491146	100.0000	4491146	0	100.0000
Public- Institutions	E-Voting	362200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		362200	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	10038460	7165207	71.3776	7165107	100	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10038460	7165207	71.3776	7165107	100	99.9986
Total		14891806	11656353	78.2736	11656253	100	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	



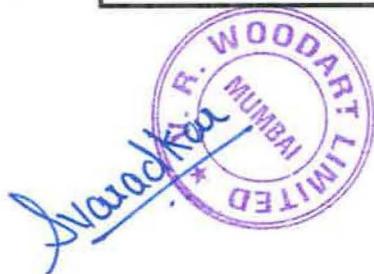
Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of a Director in place of Mrs. Rashmi Anand (DIN: 00366258) who retires by rotation and being eligible, offers herself for re-appointment				
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	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4491146	4491146	100.0000	4491146	0	100.0000
Public- Institutions	E-Voting	362200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		362200	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	10038460	7165207	71.3776	7165107	100	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10038460	7165207	71.3776	7165107	100	99.9986
Total		14891806	11656353	78.2736	11656253	100	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration				
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	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4491146	4491146	100.0000	4491146	0	100.0000
Public- Institutions	E-Voting	362200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		362200	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	10038460	7165207	71.3776	7165107	100	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10038460	7165207	71.3776	7165107	100	99.9986
Total		14891806	11656353	78.2736	11656253	100	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013				
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	4491146	100.0000	4491146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4491146	4491146	100.0000	4491146	0	100.0000
Public- Institutions	E-Voting	362200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		362200	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	10038460	7165207	71.3776	7165107	100	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10038460	7165207	71.3776	7165107	100	99.9986
Total		14891806	11656353	78.2736	11656253	100	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of the Material Related Party Transaction				
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4491146	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	362200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		362200	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	10038460	6205	0.0618	6105	100	98.3884	1.6116
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10038460	6205	0.0618	6105	100	98.3884
Total		14891806	6205	0.0417	6105	100	98.3884	1.6116
Whether resolution is Pass or Not.							Yes	



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for conversion of Loan into Equity				
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	4491146	100.0000	4491146	0	100.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4491146	4491146	100.0000	4491146	0	100.0000
Public- Institutions	E-Voting	362200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		362200	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	10038460	7165207	71.3776	7165107	100	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10038460	7165207	71.3776	7165107	100	99.9986
Total		14891806	11656353	78.2736	11656253	100	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	

