

**Corp. Office :** 39/3519 B, 1st Floor  
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Ernakulam, Kerala, India - 682 016

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR  
M/s. V GUARD INDUSTRIES LIMITED**

To,  
Mr. Kochouseph Thomas Chittilappilly  
Chairman  
M/s. V GUARD INDUSTRIES LIMITED  
42/962, Vennala High School Road,  
Vennala, Kochi, Ernakulam  
Kerala - 682028

20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED** held on Tuesday, 26<sup>th</sup> day of July, 2016 at 4.30 P.M. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam- 682025

**Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. V GUARD  
INDUSTRIES LIMITED.**

I, CS. Jayan K, Company Secretary in Practice, holding Membership Number: FCS - 8154 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)**, held on Tuesday, 26<sup>th</sup> July, 2016, at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam, Kerala - 682025

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Saturday, 23<sup>rd</sup> July, 2016 (09.00 A.M.) to Monday, 25<sup>th</sup> July 2016 (5.00 P.M.). M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 26<sup>th</sup> July, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 27<sup>th</sup> July, 2016 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 27<sup>th</sup> July, 2016 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Type of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
				No.	%	No.	%
<b>ORDINARY BUSINESS</b>							
1	Adoption of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2016 together with the Reports of the Board of Directors' and Auditor's thereon.	Ordinary	E-voting	25,413,289	100%	0	0
			Poll	39,272	100%	0	0
			<b>Total</b>	<b>25,452,561</b>	<b>100%</b>	<b>0</b>	<b>0</b>
2	Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31 <sup>st</sup> March, 2016.	Ordinary	E-voting	25,642,348	100%	0	0
			Poll	39,172	99.75%	100	0.25%
			<b>Total</b>	<b>25,681,520</b>	<b>99.99%</b>	<b>100</b>	<b>0.01%</b>
3	Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) who retires by rotation	Ordinary	E-voting	8,911,803	93.10%	660,121	6.90%
			Poll	39,272	100%	0	0
			<b>Total</b>	<b>8,951,075</b>	<b>93.13%</b>	<b>660,121</b>	<b>6.87%</b>
4	Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and fixation of remuneration thereof.	Ordinary	E-voting	25,642,320	99.99%	28	0.01%
			Poll	39,272	100%	0	0
			<b>Total</b>	<b>25,681,592</b>	<b>99.99%</b>	<b>28</b>	<b>0.01%</b>



**SPECIAL BUSINESS**

5	Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01 <sup>st</sup> June, 2016.	Ordinary	E-voting	25,332,178	99.99%	28	0.001%
			Poll	39,267	100%	0	0
			<b>Total</b>	<b>25,371,445</b>	<b>99.99%</b>	<b>28</b>	<b>0.01%</b>
6	Payment of Commission to Mrs. Joshna Johnson Thomas, (DIN:02613030), Non-Executive Director for a period of three years with effect from 1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2019.	Ordinary	E-voting	9,556,972	99.84%	14,952	0.15%
			Poll	36,983	94.18%	2,284	5.82%
			<b>Total</b>	<b>9,593,955</b>	<b>99.82%</b>	<b>17,236</b>	<b>0.18%</b>
7	Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31 <sup>st</sup> March, 2017.	Ordinary	E-voting	25,642,037	99.99%	311	0.001%
			Poll	38771	98.71%	506	1.29%
			<b>Total</b>	<b>25,680,808</b>	<b>99.99%</b>	<b>817</b>	<b>0.01%</b>
8	Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.	Special	E-voting	25,642,061	99.99%	287	0.001%
			Poll	38572	98.21%	705	1.79%
			<b>Total</b>	<b>25,680,633</b>	<b>99.99%</b>	<b>992</b>	<b>0.01%</b>
9	Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013.	Special	E-voting	24,979,020	97.41%	663,328	2.58%
			Poll	38419	98.13%	733	1.87%
			<b>Total</b>	<b>25,017,439</b>	<b>97.42%</b>	<b>6,64,061</b>	<b>2.58%</b>
10	Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013.	Special	E-voting	25,056,707	97.71%	585,641	2.28%
			Poll	38549	99.79%	83	0.21%
			<b>Total</b>	<b>25,095,256</b>	<b>97.72%</b>	<b>5,85,724</b>	<b>2.28%</b>



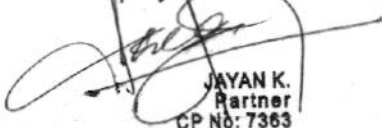
11	Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option.	Special	E-voting	25,054,707	97.72%	585,641	2.28%
			Poll	38394	99.42%	225	0.58%
			<b>Total</b>	<b>25,093,101</b>	<b>97.72%</b>	<b>5,85,866</b>	<b>2.28%</b>
12	Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share.	Ordinary	E-voting	25,642,033	99.99%	315	0.01%
			Poll	39112	99.80%	80	0.20%
			<b>Total</b>	<b>25,681,145</b>	<b>99.99%</b>	<b>395</b>	<b>0.01%</b>
13	Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company.	Ordinary	E-voting	25,642,033	99.99%	315	0.01%
			Poll	39091	99.74%	100	0.26%
			<b>Total</b>	<b>25,681,124</b>	<b>99.99%</b>	<b>415</b>	<b>0.01%</b>
14	Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company.	Ordinary	E-voting	25,641,015	99.99%	1,333	0.01%
			Poll	38092	100%	0	0
			<b>Total</b>	<b>25,679,107</b>	<b>99.99%</b>	<b>1,333</b>	<b>0.01%</b>

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary / Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates  
Company Secretaries

  
JAYAN K.  
Partner  
CP No: 7363

Kochi

27.07.2016



**Corp. Office :** 39/3519 B, 1st Floor  
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27.07.2016

To

Mr. Kochouseph Thomas Chittilappilly  
Chairman  
M/s. V GUARD INDUSTRIES LIMITED  
42/962, Vennala, High School Road  
Vennala, Kochi, Ernakulam  
Kerala - 682028

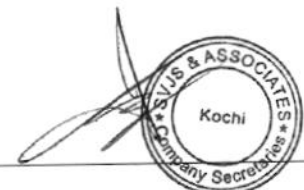
Sir,

**Sub: Report of the Scrutinizer on Remote Electronic Voting**

I, CS. Jayan K., Company Secretary in Practice, holding Membership Number: FCS – 8154 and Certificate of Practice Number – 7363, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016, have been appointed by the Board of Directors of **M/s. V GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)** having Registered Office at 42/962, Vennala High School Road, Vennala, Kochi, Ernakulam, Kerala - 682028 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 20<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> July, 2016.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Saturday, 23<sup>rd</sup> July, 2016 (09.00 A.M.) to Monday, 25<sup>th</sup> July, 2016 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 26<sup>th</sup> July, 2016, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.



The following is the summary of remote e-voting result:

Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E-voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E-voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E- voting	% of votes against on votes through E-voting
<b>ORDINARY BUSINESS</b>							
1	Adoption of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2016 together with the Reports of the Board of Directors' and Auditor's thereon.	25,413,289	25,413,289	100%	84.47%	0	0
2	Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31 <sup>st</sup> March, 2016.	25,642,348	25,642,348	100%	85.23%	0	0
3	Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) who retires by rotation	9,571,924	8,911,803	93.10%	29.62%	660,121	6.90%
4	Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and fixation of remuneration thereof.	25,642,348	25,642,320	99.99%	85.23%	28	0.01%
<b>SPECIAL BUSINESS</b>							
5	Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01 <sup>st</sup> June, 2016.	25,332,206	25,332,178	99.99%	84.20%	28	0.01%





6	Payment of Commission to Mrs. Joshna Johnson Thomas,(DIN:02613030), Non-Executive Director for a period of three years with effect from 1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2019.	9,571,924	9,556,972	99.84%	31.77%	14,952	0.16%
7	Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31 <sup>st</sup> March, 2017.	25,642,348	25,642,037	99.99%	85.23%	311	0.01%
8	Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.	25,642,348	25,642,061	99.99%	85.23%	287	0.01%
9	Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013.	25,642,348	24,979,020	97.41	83.03%	663,328	2.59%
10	Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013.	25,642,348	25,056,707	97.72%	83.28%	585,641	2.28%
11	Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option.	25,640,348	25,054,707	97.72%	83.28%	585,641	2.28%
12	Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share.	25,642,348	25,642,033	99.99%	85.23%	315	0.01%
13	Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company.	25,642,348	25,642,033	99.99%	85.23%	315	0.01%



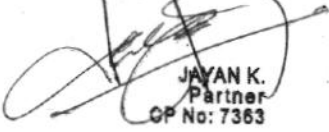
14	Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company.	25,642,348	25,641,015	99.99%	85.23%	1,333	0.01%
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All resolutions stand passed under Remote E-voting as Ordinary / Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you

Yours faithfully

For SVJS & Associates  
Company Secretaries

  
JAYAN K.  
Partner  
CP No: 7363



Witnesses to the unblocking of votes:

1. Syam mohank  
The 47/1197, Ragamalika (H)  
Puthunkkara, Ayyanthole P.O.  
Thrissur - 680003.



2. JIMSHI. C.T  
CHAKKINGAL THODI (H)  
MATTATHUR P.O.  
OTHUKKUNGAL  
MALAPPURAM - 676528.





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**FORM No. MGT-13**  
**Report of Scrutinizer**

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

To,

Mr. Kochouseph Thomas Chittilappilly  
Chairman  
M/s. V GUARD INDUSTRIES LIMITED  
42/962, Vennala High School Road  
Vennala, Kochi, Ernakulam  
Kerala - 682028

20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED** held on Tuesday, 26<sup>th</sup> day of July, 2016 at 4.30 P.M. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam, Kerala - 682025

Dear Sir,

I, CS. Jayan K, Company Secretary in Practice, holding Membership Number: FCS - 8154 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED** (CIN: L31200KL1996PLC010010), held on Tuesday, 26<sup>th</sup> day of July, 2016 at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

**(a) Resolution 1:**

**Adoption of Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors' and Auditor's thereon.**

(i) Voted **in favor** 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
86	39272	100%

(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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

**(b) Resolution 2:**

**Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2016:**

(i) Voted **in favor** 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
85	39172	99.75%



(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
1	100	0.25%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

**(c) Resolution 3:**

**Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) who retires by rotation:**

(i) Voted **in favor** 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
86	39272	100%

(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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

**(d) Resolution 4:**

**Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and fixation of remuneration thereof:**



(i) Voted **in favor** 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
86	39272	100%

(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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(e) **Resolution 5:**

**Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01st June, 2016:**

(i) Voted **in favor** 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
86	39267	100%

(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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35



**(f) Resolution 6:**

**Payment of Commission to Mrs. Joshna Johnson Thomas,(DIN:02613030), Non-Executive Director for a period of three years with effect from 1st April, 2016 to 31st March, 2019:**

(i) Voted **in favor** 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
78	36983	94.18%

(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
8	2284	5.82%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

**(g) Resolution 7:**

**Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31st March, 2017:**

(i) Voted **in favor** 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
85	38771	98.71%

(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
2	506	1.29%



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(h) **Resolution 8:**

**Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013:**

(i) Voted **in favor** 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
84	38572	98.21%

(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
3	705	1.79%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(i) **Resolution 9:**

**Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013:**

(i) Voted **in favor** 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
80	38419	98.13%





(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
5	733	1.87%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(j) **Resolution 10:**

**Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013:**

(i) Voted **in favor** 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
81	38549	99.79%

(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
2	83	0.21%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(k) **Resolution 11:**

**Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option:**



(i) Voted **in favor** 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
79	38394	99.42%

(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
3	225	0.58%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

**(I) Resolution 12:**

**Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share:**

(i) Voted **in favor** 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
85	39112	99.80%

(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
1	80	0.20%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35



**(m) Resolution 13:**

**Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company:**

(i) Voted **in favor** 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
84	39091	99.74%

(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
1	100	0.26%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

**(n) Resolution 14:**

**Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company:**

(i) Voted **in favor** 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
83	38092	100%

(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
-	-	-



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
7. All resolutions stand passed under the poll as Ordinary / Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates  
Company Secretaries

  
JAYANK.  
Partner  
CP No: 7363



Kochi  
27.07.2016