

**RAKHI AGARWAL & ASSOCIATES**

**Company Secretaries**

A-10, Janata Hsg. Society, Shyamlal Building,  
(Opp. Pantaloons) Begumpet, Hyderabad.  
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**Scrutinizers Report on e-voting**

**[Pursuant to Section 108 of Companies Act, 2013 and Rules 20(3) (xi) of  
Companies (Management and Administration) Rules, 2014]**

To

The Chairman,

Vasundhara Rasayans Limited

Hyderabad,

Telangana

Dear Sir,

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, have been appointed by the Board of Directors of Vasundhara Rasayans Limited (the Company) as scrutinizer for the purpose of scrutinizing the e-voting process in fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of Companies Act, 2013 and Rules 20(3) (xi) of Companies (Management and Administration) Rules, 2014 for the proposed resolution as contained in the notice of the 27<sup>th</sup> Annual General Meeting of the members of the company to be held on 27<sup>th</sup> September, 2014 At 11.30 A.M at the Shed No.42, Phase II, IDA, Mallapur, Hyderabad - 500 076, Telangana.

The management of the Company is responsible to ensure the compliance with requirements of Companies Act, 2013 and rules relating to voting through electronics means on the resolutions contained in the notice of the 27<sup>th</sup> Annual General Meeting of the members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a report on the votes cast "in favour" or "in against" the said resolutions, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorized agency to provide e-voting facilities engaged by the Company.



We submit or report as under:

1. The e-voting period remained open from Thursday, 25<sup>th</sup> September, 2014 (10.00 A.M IST) to Friday, 26<sup>th</sup> September, 2014 (6.00 PM IST).
2. The members of the company as on the "cut off" date i.e. 29<sup>th</sup> August, 2014 were entitled to vote as set out in the notice of the 27<sup>th</sup> Annual General Meeting.
3. The votes were unblocked from the e-voting website of Central Depository Services Limited (<http://www.evotingindia.com>) on 25<sup>th</sup> September, 2014 around 10.00 A.M. in the presences of two witnesses Ms. Babita and Ms. Pratyusha who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

*B. Ch.*

Babita

*Ch. Pratyusha*

Pratyusha

Thereafter, details containing inter-alia, list of shareholders who voted "for" or "against" as set out in the notice of the 27<sup>th</sup> Annual General Meeting of the company that were put to vote, were generated from the e-voting website of CDSL and based upon such reports generated, the result of e-voting is annexed.

All the relevant records of electronic voting remain in our safe custody until Chairman considers, approve and signs the minutes of 27<sup>th</sup> Annual General Meeting and same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,

  
(Rakhi Agarwal)

CP no. 6270 FCs no. 7047

Place: Hyderabad

Date: 29.09.2014

**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vasundhara Rasayans Limited held on Saturday , 27<sup>th</sup> September, 2014 At 11.30 A.M at the Shed No.42, Phase II, IDA, Mallapur, Hyderabad - 500 076, Telangana.

Dear Sir,

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Saturday , 27<sup>th</sup> September, 2014 At 11.30 A.M at the Shed No.42, Phase II, IDA, Mallapur, Hyderabad - 500 076, Telangana, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently were opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled for records maintained by the Registrar and Share Transfer Agent of the Company M/s.CIL Securities Limited, Hyderabad and the authorizations/proxies lodged with the Company.
3. The poll papers 1no. which were incomplete and/or otherwise found defective have been treated as invalid and were kept separately.
4. The result of the poll is attached herewith as Annexure 'A'.
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" or those whose were declared invalid/abstain from voting for each resolution is enclosed.





6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,

(Rakhi Agarwal)

CP no. 6270      FCs no. 7047

Place: Hyderabad

Date: 29.09.2014

Witnesses 1: *B. Ch.*

Witnesses 2: *Ch. Prateek*

- 1. Ordinary Resolution : item no.1 passed with requisite majority  
Consideration and Adoption of Annual accounts as on March 31,  
2014 and the reports of the Directors and Auditors thereon.**

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in the <b>favour</b> of the resolution	8	8	100
(ii) Voted in the <b>against</b> of the resolution	0	0	0
(iii) <b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	0	0	



**2. Ordinary Resolution : item no.2 passed with requisite majority  
Appointment of Auditors and fixing their remuneration**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	8	8	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**3. Ordinary Resolution : item no.3 passed with requisite majority  
Re-Appointment of Director**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	8	8	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



**4. Ordinary Resolution : item no.4 passed with requisite majority  
Decide and Declaration of dividend**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	8	8	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**5. Special Resolution : item no.5 passed with requisite majority  
Ratification and Revision of remuneration of Whole Time Director**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the <b>favour</b> of the resolution	8	8	100
(ii)	Voted in the <b>against</b> of the resolution	0	0	0
(iii)	<b>Invalid/abstain</b> votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL  
FOR VASUNDHARA RASAYANS LIMITED**

To,

The Chairman

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vasundhara Rasayans Limited held on Saturday , 27<sup>th</sup> September, 2014 At 11.30 A.M at the Shed No.42, Phase II, IDA, Mallapur, Hyderabad - 500 076, Telangana.

Dear Sir,

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, have been appointed as Scrutinizer for the e-voting and for the poll held at 27<sup>th</sup> Annual General Meeting of the company on 27<sup>th</sup> September, 2014.

The Company had appointed CDSL , as the service provider, for executing the facility of electronic voting to the shareholders of the company. All the resolutions set forth in the Annual General Meeting notice. The e-voting results were unblocked by me on 25.09.2014 in the presences of two witnesses and the details are given in the scrutinizer report on e-voting dated 27.09.2014.

At the 27<sup>th</sup> Annual General Meeting of the Company held on 27.09.2014, the Chairman of the company had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record there votes through the poll process. For further details kindly refer to my Scrutinizer Report in Form MGT-13 dated 29.09.2014.

The results of the e-voting together with that the poll is annexed herewith.

All the resolutions stands passed under e-voting and poll with the requisite majority.





I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respects of the votes cast through e-voting and poll by the shareholders of the Company and the same shall be handed over to the Company secretary for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,

  


(Rakhi Agarwal)

CP no, 6270      FCs no. 7047

Place: Hyderabad

Date: 29.09.2014



**RAKHI AGARWAL & ASSOCIATES***Company Secretaries*

A-10, Janata Hsg. Society, Shyamlal Building,  
(Opp. Pantaloons) Begumpet, Hyderabad.  
Email: rakhiagarwal79@yahoo.com  
Mobile No. 9246530679

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**Details of voting results**

Details as Per clause 35A of the Listing Agreement with Stock Exchanges as per SEBI - Amendments to Equity Listing Agreement	
Date of AGM	September 27 <sup>th</sup> , 2014
Total number of Shareholders on record date	3252
Number of Shareholders present in the meeting either in person or in proxy:	8
Promoter and promoter group:	1
Public:	7
No. of Shareholders who attended the meeting through Video Conferencing:	Not arranged
(a) Promoter and promoters group	
(b) Public	



### Agenda-wise

The mode of voting for all resolutions was E-voting and Poll conducted at the Meeting.

#### **Resolution no. 1-**

To Consideration and Adoption of Annual accounts as on March 31, 2014 and the reports of the Directors and Auditors thereon. – Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of vote s in favo ur (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	1879 920	1879 920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1298 280	1298 280	100	100	0	100	0
Total	3178 200	3178 200	100	100	0	100	0

**Resolution no. 2-** Appointment of Auditors and fixing their remuneration-  
Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of vote s in favo ur (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	1879 920	1879 920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1298 280	1298 280	100	100	0	100	0
Total	3178 200	3178 200	100	100	0	100	0



**Resolution no. 3-**

## Re-Appointment of Director- Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [[3)=(2)/(1) *100]	No. of vote s in favo ur (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [[6)=(4)/(2) *100]	% of votes in against on votes polled [[7)=(5)/(2) *100]
Promoter and promoter group	1879 920	1879 920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1298 280	1298 280	100	100	0	100	0
Total	3178 200	3178 200	100	100	0	100	0

**Resolution no. 4-**

## Decide and Declaration of dividend- Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [[3)=(2)/(1) *100]	No. of vote s in favo ur (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [[6)=(4)/(2) *100]	% of votes in against on votes polled [[7)=(5)/(2) *100]
Promoter and promoter group	1879 920	1879 920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1298 280	1298 280	100	100	0	100	0
Total	3178 200	3178 200	100	100	0	100	0



**Resolution no. 5-**

Ratification and Revision of remuneration of Whole Time Director- Special Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of vote s in favo ur (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	1879 920	1879 920	100	100	0	100	0
Public- Institution al holders	0	0	0	0	0	0	0
Public- others	1298 280	1298 280	100	100	0	100	0
Total	3178 200	3178 200	100	100	0	100	0

