

25<sup>th</sup> November, 2017

To,  
Dy. General Manager,  
Corporate Relationship Department,  
BSE Limited,  
P. J. Tower,  
Mumbai – 400 001

**Sub: Intimation of result of Postal Ballot.**

**Ref.: Scrip Code: 522233 ID: VHCLINDUS.**

Dear Sir/Madam,

Sub: Results of Postal Ballot

This has reference to captioned subject, we are enclosing the result of Postal Ballot along with scrutinizers report which was held for seeking the consent of the members by way of Special resolution vide postal ballot / electronic voting with respect to the following items of business:

- 1. Approval for Sale of Undertaking(s) of the Company situated at Village Sanjan, Taluka Umbergaon, District Valsad.**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions No. 1 as mentioned above have been passed by the members of the company with requisite majority.

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on November 22, 2017.

Please find enclosed the voting results and scrutinizer's report. The same will also be made available on the Company's website at [www.vhcl.co.in.com](http://www.vhcl.co.in.com).

This is for your information and records.

Thanking You

Yours Sincerely,

For VHCL Industries Limited

  
Pankaj H. Valia

Managing Director

*Encl.: as above*



Office :701, Dev Plaza, S. V. Road, Opp. Andheri Fire Bridge, Near Shopper's Stop, Andheri (West),  
Mumbai - 400 058. Maharashtra, India. ☎ +91 22 6164 3200 📠 +91 22 6164 3232 email:- info@vhcl.co.in

Regd. Office & Works : Survey No. 285, Gala No. II, Main Khanvel Kherdi Road, Village Kherdi,  
Silvasa 396 230 (U.T. of Dadra & Nagar Haveli) India.

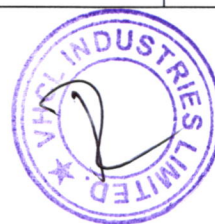
**POSTAL BALLOT VOTING RESULT**

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

<b>Name of the Company</b>	<b>VHCL INDUSTRIES LIMITED</b>
Date of the Postal Ballot	Notice dated October 14, 2017 (Voting start on 25 <sup>th</sup> October, 2017 (09.00 a.m.) and end on Wednesday, the 22 <sup>nd</sup> November, 2017 (5.00 p.m.)
Total number of shareholders on record date	8646
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

**Item No. 1 : (Special Resolution) : Approval for Sale of Undertaking(s) of the Company situated at Village Sanjan, Taluka Umbergaon, District Valsad.**

Resolution required : (Ordinary/Special)					SPECIAL RESOLUTIONS			
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 – 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	E-Voting	5,03,96,960	0	0.00%	0	0	0%	0%
	Poll /			98.96%	4,98,74,884	0	100%	0%




Group	Ballot		4,98,74,884					
	Total		4,98,74,884	98.96%	4,98,74,884	0	100%	0%
Public- Institutions	E- Voting	28,24,439	0	0%	0	0	0%	0%
	Poll / Ballot		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public- Non Institutions	E- Voting	20,41,86,481	2,820	0%	2,820	0	0%	0%
	Poll / Ballot		11,70,33,501	57.32%	11,70,33,501	0	100%	0%
	Total		11,70,36,321	57.32%	11,70,36,321	0	100%	0%
<b>TOTAL</b>		<b>25,74,07,880</b>	<b>16,69,11,205</b>	<b>64.84%</b>	<b>16,69,11,205</b>	<b>0</b>	<b>100%</b>	<b>-</b>

**Note: All the above resolution passed by requisite Majority**

Thanking You,

Yours Sincerely,

**For VHCL Industries Limited**

  
Pankaj H. Valia  
Managing Director





## SCRUTINIZER'S REPORT

### [Voting through Remote E-Voting and Postal Ballot Forms]

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) rules, 2014(as amended)]

To

The Managing Director

VHCL Industries Limited

Survey No. 285, Gala No. II

Main Khanvel Kherdi Road, Village Kherdi,


Silvassa – 396230, U.T. of Dadra & Nagar Haveli

Dear Sir,

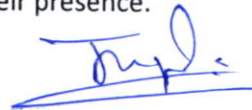
**Sub.: Scrutinizers report on Postal Ballot and e-voting conducted in pursuant to the provision of Section 110 of the Companies Act, 2013 ("the Act") and rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and to the extend applicable.**

I, Ritu Raj, a Company Secretary-in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **VHCL Industries Limited**. (the Company) for the purpose of scrutinizing the e-voting (remote e-voting) and Postal Ballot voting, under the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) rules, 2014(as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of Postal Ballot dated 14<sup>th</sup> October, 2017.

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through remote e-voting and Postal Ballot forms for the resolution proposed to be passed in the notice of Postal Ballot dated 14<sup>th</sup> October, 2017. My responsibility as the Scrutinizer for the process of voting through remote e-voting and Postal Ballot forms to ensure that the voting is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" on the resolutions proposed in the notice of Postal Ballot dated 14<sup>th</sup> October, 2017, based on the reports generated from e-voting systems provided by **Central Depository Services (India) Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the Company for voting through electronics means and votes cast through Postal Ballot forms.
2. The e-voting period remained open from Wednesday, **the 25<sup>th</sup> October, 2017 (09.00 a.m.)** till Wednesday, **the 22<sup>nd</sup> November, 2017 (5.00 p.m.)** and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on e-voting platform provided by **CDSL**.
3. The Members of the Company as on "cut-off" date i.e. on **Friday, the 20<sup>th</sup> October, 2017**, were entitled to vote on the resolutions (Items No. 1 set out in the notice of the Postal Ballot dated 14<sup>th</sup> October, 2017).
4. The votes cast were unblocked on 24<sup>th</sup> November, 2017 after completion of e-voting process in the presence of two witnesses, Mr. Laxman Tak & Mr. Jaynarayan Yadav who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Witness 1 :Laxman Tak



Witness 2 : Jaynarayan Yadav

# CSRITU RAJ & ASSOCIATES

D23 SHANTI SHOPPING CENTER, MIRA ROAD E, THANE 401107

MOBILE NO. 0982426198

EMAIL - [CSRITURAJ@HOTMAIL.COM](mailto:CSRITURAJ@HOTMAIL.COM)

5. The total paid-up equity share capital of the Company as on "cut-off" date 20<sup>th</sup> October, 2017, was Rs. 51,48,15,760/- divided into 25,74,07,880 equity shares of Re.2/- each.
6. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for" and "against" each of the resolution contained in the notice of the Postal Ballot dated 14<sup>th</sup> October, 2017, that were put to vote, were generated from the e-voting website of **Central Depository Services (India) Limited (CDSL)**, and based on such reports generated, the result of e-voting is as under :-

The brief analysis of the results of the voting through remote e-voting and Postal Ballot Forms are as under :-

**Item No. 1 : (Special Resolution) : Approval for Sale of Undertaking(s) of the Company situated at Village Sanjan, Taluka Umbergaon, District Valsad.**

Particulars	No. of Votes contained in						Percent age (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	4	2820	42	166908385	46	166911205	100.00%
Dissent	0	0	0	0	0	0	0.00%
<b>Total</b>	<b>4</b>	<b>2820</b>	<b>42</b>	<b>166908385</b>	<b>46</b>	<b>166911205</b>	<b>100.00%</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	N.A.

Based the forgoing, the aforesaid resolution shall be deemed to have been passed with the requisite Majority.

The Report of Postal Ballot Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as *Annexure – "A"*.

All the relevant records, relating to the voting through Postal Ballot forms and remote e-voting is under my safe custody and will be handed over to the Managing Director or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

**Note: All the above resolutions passed by Majority**

Thanking You,  
Yours Faithfully,

[Ritu Raj & Associates]

Company Secretary- in - Practice

Membership No. 36430, C.P. No. 13478



Place: Mumbai

Dated: 24<sup>th</sup> November, 2017



# CSRITU RAJ & ASSOCIATES

D23 SHANTI SHOPPING CENTER, MIRA ROAD E, THANE 401107

MOBILE NO. 0982426198

EMAIL - [CSRITURAJ@HOTMAIL.COM](mailto:CSRITURAJ@HOTMAIL.COM)

**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting & Postal Ballot Forms)**

**ANNEXURE - "A"**

**Agenda – wise disclosure**

<b>Item No. 1 : (Special Resolution) : Approval for Sale of Undertaking(s) of the Company situated at Village Sanjan, Taluka Umbergaon, District Valsad</b>								
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Whether promoter / promoter group are interested in the agenda/resolution ?					NO			
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Promoter and Promoter Group	E-Voting	5,03,96,960	0	0.00%	0	0	0%	0%
	Poll / Ballot		4,98,74,884	98.96%	4,98,74,884	0	100%	0%
	Total		4,98,74,884	98.96%	4,98,74,884	0	100%	0%
Public-Institutions	E-Voting	28,24,439	0	0%	0	0	0%	0%
	Poll / Ballot		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public- Non Institutions	E-Voting	20,41,86,481	2820	0%	2820	0	0%	0%
	Poll / Ballot		117033501	57.32%	117033501	0	100%	0%
	Total		117036321	57.32%	117036321	0	100%	0%
<b>TOTAL</b>		<b>25,74,07,880</b>	<b>166911205</b>	<b>64.84%</b>	<b>166911205</b>	<b>0</b>	<b>100%</b>	<b>-</b>

Note: The above resolution passed by Majority

Thanking You,  
Yours Faithfully,

[Ritu Raj & Associates]

Company Secretary- in - Practice

Membership No. 36430, C.P. No. 13478



Place: Mumbai

Dated: 24<sup>th</sup> November, 2017