



Our Ref: VIL/19-20/01

April 03, 2019

To
The Manager - Listing Agreement
The Stock Exchange, Mumbai
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.

Fax No. 22723121/ 3719
SCRIPT CODE: 506142

Dear Sir,

Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of the Voting Results of the Postal Ballot and E-Voting in respect of Postal Ballot conducted

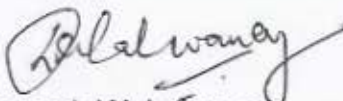
As per the provisions of the Companies Act, 2013 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided the facility of remoter e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Postal Ballot Notice dt. 22nd February, 2019. Please find attached herewith results of the Company pursuant to Clause 30 of the "Listing Regulations" – Details of voting results of Postal Ballot and E-voting in respect of Resolution to be passed through Postal Ballot Notice dt. 22.02.2019 and results announced by the Chairman of the Company on 03rd April, 2019.

Report dt. 03rd April, 2019 of Mr. Martinho Ferrao, proprietor of M/s. Martinho Ferrao & Associates, Company Secretary, scrutiner appointed for the postal ballot is enclosed herewith.

This information is furnished under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable Regulations, if any of the "Listing Regulations",

Thanking You,

Yours faithfully,
For VYAPAR INDUSTRIES LTD.,


Ramesh W. Lalwani
Chairman



Encl: As above

Pursuant to Clause 30 of the Listing Regulations – Details of voting results of Postal Ballot and E-Voting in respect of Postal Ballot conducted

Record Date of Postal Ballot	22 nd February, 2019
Total Number of shareholders on record date (22 nd February, 2019)	978
No. of shareholders voted through e-voting or through physical ballot	
Promoters and Propromoters Group	0
Public Institution	0
Public Others	31

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Agenda No.1		Buy Back of Equity Shares of the Company through Tender Offer Route:						
Resolution required: (Ordinary/Special)		Special						
Whether promoter/Promoter group interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)	Number of votes-in favour (4)	Number of votes-against (5)	% of votes-in favour of votes polled (6)	% of votes-Against on votes polled (7)
		(1)	(2)	(3) = $\frac{[(2)/(1)]^*}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]^*}{100}$	(7) = $\frac{[(5)/(2)]^*}{100}$
Promoter and Promoter Group	E-Voting	4598988	0	0	0	0	0	0%
	Postal Ballot		0	0	0	0	0	0%
	Total		0	0	0	0	0	0%
Public-Institutional	E-Voting	0	0	0	0	0	0	0%
	Postal Ballot		0	0	0	0	0	0%
	Total		0	0	0	0	0	0%
Public- Non Institutions	E-Voting	1533012	291281	19.00%	18	291263	00.01%	99.99 %
	Postal Ballot		11649	0.76%	474	11175	04.07%	95.93 %
	Total		302930	19.76 %	492	302438	00.16%	99.84 %
Total		6132000	302930	4.94 %	492	302438	00.16%	99.84 %

In all 31 ballots and E-Voting were received. The vote cast 'AGAINST' the Special Resolution out of the total votes polled represent 99.84 %.

Therefore, the Special Resolution as mentioned in the notice of Postal Ballot dated February 22, 2019 has not been passed.



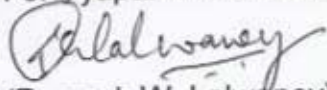
Report dated April 03, 2019 of Mr. Martinho P. Ferrao, proprietor of Martinho Ferrao & Associates, Company Secretary, scrutinizor appointed for the Postal Ballot is also enclosed herewith.

This information is furnished under Regulation 30 of SEBI (LODR) and other applicable clauses, if any, of the Listing Agreement.

Thanking you,

Yours Faithfully

For Vyapar Industries Ltd.



(Ramesh W. Lalwaney)
Chairman



DIN:00023420





COMBINED SCRUTINIZER'S REPORT

Date: 3rd April, 2019

The Chairman
VYAPAR INDUSTRIES LIMITED
145 S V Road Opp Khar Police Station
Khar West,
Mumbai - 400054.

Dear Sir,

Subject: Passing of resolution through Postal Ballot and E-voting.

Report to the Chairman of the Board of Directors of VYAPAR INDUSTRIES LIMITED, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 145 S V Road, Opp. Khar Police Station, Khar West, Mumbai - 400054, (hereinafter referred to as "Vyapar" or 'the Company') on the POSTAL BALLOT conducted by the Company:

- 1) Pursuant to the resolution passed by the Board of Directors of Vyapar Industries Limited (the Company) on 22nd February 2019. I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolutions to be passed by the Company, as circulated in the Postal Ballot notice dated 22nd February 2019.
- 2) To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 as amended from time to time and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13th July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Companies listed on BSE Limited (BSE), the Company is required to provide e-voting facility to their shareholders on all resolution to be passed at General Meetings or through Postal Ballot. Since Vyapar Industries Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circulars of SEBI, e-voting which has been made applicable, the Company has provided for the same.



- 3) Vyapar accordingly made arrangements with System Provider National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent (RTA), Bigshare Services Pvt. Ltd. to set up e-voting facility on the NSDL e-voting website [http:// www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 4) VYAPAR through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All the necessary formalities in compliance with the requirements specified by NSDL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 22nd February, 2019 sent to all the shareholders by Registered post. The Register of Members and the List of beneficiary owners as on 22nd February, 2019 was made available by the Depository viz., National Securities Depository Limited (NSDL), for the purpose of despatch of Postal Ballot notice.

5)

Reference to the Companies Act, 2013	Type and Description of the Special Resolution
<p>a. Provisions of Article 10 of the Articles of Association of the Company and in accordance with the provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 and the provisions contained in the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and any statutory modification(s) or re-enactment of the Act or Rules framed there under from time to time</p>	<p>Special Resolution- For purchase by way of buyback offer up to 15,30,000 fully paid-up Equity Shares of Rs. 10/- each of the Company constituting approximately 24.95% of the fully paid-up Equity Share capital of the Company at a price of Rs. 29/- (Rupees Twenty Nine only) per equity share payable in cash for an aggregate amount of upto Rs. 4,43,70,000 (Rupees Four Crore Forty Three Lacs Seventy Thousand only) being 10.66% of the fully paid-up Equity Share Capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2018 through the Tender Offer mechanism.</p>



6. I report that the Postal Ballot notice dated 22nd February, 2019 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 were dispatched to the shareholders, by Registered Post / courier along with self-addressed pre-paid Business Reply Envelope on or before 02nd March 2019.
7. In addition to the above, Postal Ballot notices were also sent via electronic mode by NSDL to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded from the CDSL / NSDL as on 22nd February, 2019 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 5:00 p.m. on Monday, 01st April 2019 as the last date for receipt of Postal Ballots and for E-voting.
8. As stated in sub-rule 4 of Rule 20 under Companies (Management and Administration) Amendment Rules 2015 as notified by MCA on 19th March, 2015 an advertisement was published by the Company in Business Standard Newspaper (English and Hindi) – All India edition and Mumbai Lakshadeep Marathi Newspaper – Mumbai edition, on 03rd March 2019 informing about the completion of despatch of the Postal Ballot notices.
9. I report that I have received the Postal Ballot forms from the shareholders during the period commencing from Sunday, 03rd March, 2019 to Monday, 01st April, 2019. All the Postal Ballot forms received up to 5:00 p.m. on Monday, 01st April, 2019 together with all votes casted by e-voting through NSDL, being the last date fixed by the Company for receipt of Postal Ballot forms/ e-voting, were considered for my scrutiny.
10. The Postal Ballot forms received by me were opened and taken up for scrutiny by me. During the course of scrutiny of Postal Ballot forms I have not come across any mutilated Postal Ballot forms.
11. Since E-voting facility was provided by NSDL the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the E-voting was provided by the system provider, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.



12. On scrutiny, I report that out of 31 shareholders, 8 Shareholder have exercised their vote through e-voting and 23 Shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for all the items placed for consideration by the shareholders are given below:

A. Postal Ballot	No. of votes
Number of Forms received from Members	26
Number of Forms rejected/ not considered for reasons as stated below:-	0
a. Not signed	0
b. Signature mismatch	0
c. Not voted	0
d. Nil Account	0
e. Voted under both postal ballot and evoting	3
Number of valid Forms (A)	23
B. E-Voting	
Number of members who participated is e-voting (B)	8
Total (A+B)	31

Note:

- 1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the number of shares mentioned in the Postal Ballot, whichever is less.
- 2) Invalid Postal Ballot was not taken into account for counting of votes.



The result is as under:

Item No. 1 – Special Resolution

Buy Back of Equity Shares of the Company through Tender Offer Route:

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%	No. of members voted	No. of Shares	%
E-voting	5	18	0.01	3	291263	99.99
Ballot	15	474	4.07	8	11175	95.93
TOTAL	20	492	0.16	11	302438	99.84

Results:

Percentage of votes cast in favour : 0.16%
Percentage of votes cast against : 99.84%

As the number of votes casted against the resolutions is more than three times the number of the votes in Favour of the resolution, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as amended from time to time and as set out in notice of Postal Ballot has not passed by the shareholders with requisite majority. The Resolutions is deemed to be not passed as on the date of announcement of the result.

- i) I further report that as per the Postal Ballot notice dated 22nd February, 2019 and the Board Resolution dated 22nd February, 2019, the Chairman or any other as authorized in this regard may declare and confirm the above results of voting by Postal Ballot and E-voting in respect of the resolution referred herein on 3rd April, 2019, as intimated to the Stock Exchanges.
- ii) The result of the Postal Ballot and E-voting together with the Scrutinizers Report would have to be displayed on Company's website www.vyaparindustries.com and on the website of NSDL within 3 days of passing of the resolution and shall be communicated to the Stock Exchanges.
- iii) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the Shareholders, voting through Postal Ballot which includes all the



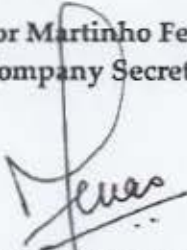
particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Chairman after he approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours faithfully,

For Martinho Ferrao & Associates,
Company Secretaries



Martinho Ferrao
Proprietor
COP No.: 5676
Membership No.: 6221



Countersigned by:

Chairman / Managing Director
VYAPAR INDUSTRIES LIMITED
Date: April 03, 2019
Place: Mumbai