

C Prakash
Practising Company Secretary,
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REPORT OF SCRUTINIZER

COMBINED REPORT FOR E – VOTING AND POSTAL BALLOT IN FORM NO. MGT 13

[Pursuant to section 108,109 of Companies Act, 2013 and rule 20 and rule 21(2) of the companies
(Management and Administration) Rules, 2014]

Date: 30/12/2014

To

The chairman
VTX INDUSTRIES LIMITED
2/185, PALLADAM ROAD,
PULIAMPATTI,
POLLACHI – 642002.

Subject: Ordinary Resolution(s) and special resolutions under different provisions of the Companies Act, 2013 read with rules made there under. Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with the companies (Management & Administration) Rules, 2014 framed there under & voting by postal ballot under section 110 of the Companies Act read with Rule 22 of the companies (Management & Administration) Rules, 2014 framed there under

Dear Sir

I, C.Prakash, Practicing Company Secretary, having my office at 1A, Post Office Road,1st Floor Krishnasamy Nagar,Ramanathapuram,Coimbatore-641045 appointed as Scrutinizer as per the letter dated 28/06/2014 for 60th Annual General Meeting of the Equity share holders of VTX INDUSTRIES LIMITED held on 30th December at 2/185, PALLADAM ROAD, PULIAMPATTI, POLLACHI – 642002 (**Actual venue mentioned in the Annual report was Velayudhasamy Kalyana Mandapam, 2/339, Palladam Road, Puliampatti (via), Pollachi, Coimbatore District – 642 002.**)at 4 P.M., for the purpose of scrutinizing e-voting and voting through postal ballot on the resolutions of the equity share holders referred to in this report :



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I submit my report as under:

1. The E- Voting remained open from 10 A.M on 22.12.2014 to 5 P.M on 24.12.2014.
2. The Notice was sent to all the Members, whose name appeared in the Register of Members as on 10th December, 2014. (*Not within the cut-off date as per section 101(1)*). Who are entitled to vote on the proposed 8 resolutions as mentioned in the Notice of the Annual General Meeting of The Company.
3. The Votes cast through E-voting were unblocked on 26th December,2014 in the presence of two witnesses, who are not in employment of the Company.
4. Thereafter the details containing inter-alia, list of equity shareholders who voted "For" and "Against" were downloaded from the E- Voting website of Central Depository Services (India) Limited.
6. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange and Madras Stock Exchange, the company has provided the shareholders, who don't have access to the E-Voting facility, an option to send their assent or dissent in writing on a postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 60th Annual General Meeting of the Company and a self addressed Business Reply Envelop. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e 10th December,2014(*Not within the cut-off date*). The last date of receipt of the physical ballot forms was on 26th September 2014. The physical ballot forms received upto the last date stated above were diligently Scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. Link Intime India Private Limited.



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7. I have collated the votes received through E-Voting and through Postal Ballot Process and the same have been furnished hereunder.

Particulars	Mode	For			Against		
		No Of Members	No of Votes	%	No of Members	No of Votes	%
1 Adoption of Balance Sheet, Statement of Profit and loss, Report of the Board of Directors and Auditors for the financial year ended March 31,2014(Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	52	10946764	99.98	7	1950	0.01
	Total	55	11447514	99.98	7	1950	0.01
2 Re-appointment of Sri. S. Shreenivasa Rao, , Director retiring by rotation, has offered himself for re-appointment (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	50	10945664	99.97	9	3050	0.02
	Total	53	11446414	99.97	9	3050	0.02
3 Re-appointment of Sri. Mohan Rao, , Director retiring by rotation has offered himself for re-appointment (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	50	10945664	99.97	9	3050	0.02
	Total	53	11446414	99.97	9	3050	0.02
4 Re-appointment of Auditors of the Company (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	52	10946714	99.98	7	1750	0.15
	Total	55	11447464	99.98	7	1750	0.01
Special Business							
5 Re-appointment of Smt. Jayanthi Ramachandra as Managing Director (Special Resolution)	E-Voting	2	750	0.018	3	3993550	99.98
	Postal Ballot	46	10444253	95.69	13	476141	4.55
	Total	48	10445003	70.03	16	4469691	29.97
6 Re-appointment of Smt. J. Balamurugan as an Independent Director (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	48	10945264	99.96	11	3450	0.03
	Total	51	11446014	99.96	11	3450	0.03
7 Re-appointment of Smt. J. Pattabhi Ramarao as an Independent Director (Ordinary Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	49	10945214	99.97	10	3250	0.02
	Total	52	11445964	99.97	10	3250	0.04
8 Approval of borrowing limits under section 180(1)(c) (Special Resolution)	E-Voting	3	500750	100	0	0	0
	Postal Ballot	49	10946264	99.97	10	2450	0.02
	Total	52	11447014	99.97	10	2450	0.03

8. Resolution No.5 - Re-appointment of Smt.Jayanthi Ramachandra as Managing Director was required to be passed with 75% majority. The votes in favor was only 70.03% hence not passed

Thanking You
C Prakash
(SCRUTINIZER)



C. Prakash
C. PRAKASH,
Practising Company Secretary,
558-E, V.M. Complex, Erode Road,
Vellakovil, Tirupur - 638 111.