

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
20th Annual General Meeting of the Equity Shareholders of
VALLABH POLY-PLAST INTERNATIONAL LIMITED
Held on 30th September, 2014 at Raheja Point -1,
3rd Floor, Jawaharlal Nehru Road, Vakola,
Santacruz (East), Mumbai - 400 055

Dear Sir,

I, Milind Nirkhe, Company Secretary in Practice has been appointed by the Board of directors of Vallabh Poly-Plast International Limited (the Company) as Scrutinizer(s) for the purpose of the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 20th Annual General Meeting of the Equity Shareholders of Vallabh Poly-plast International Limited, held on 30th September, 2014 at Raheja Point -1, 3rd Floor, Jawaharlal Nehru Road, Vakola, Santacruz (East), Mumbai - 400 055 submit our report as under

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 20th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:-

i. The e-voting period remained open from Wednesday, 24th September, 2014 (9.00 AM) and ends on Friday, 26th September, 2014 (6.00 PM).

ii. The members of the Company as on the "cut-off" date i.e. 29th August, 2014 were entitled to vote on the resolutions (items no.1 to 6 as set out in the notice of the 20th AGM of the Company).

iii. The votes case were unblocked on 26th September, 2014 in the presence of 2 witnesses, Sangeeta Milind Nirkhe and Prathamesh Milind Nirkhe who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Sangeeta Milind Nirkhe


Name: Prathamesh Milind Nirkhe

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iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited, i.e. <http://evoting.karvy.com> and based on such reports generated, the result of the e-voting is as under:

Item No.1 .

To receive, consider, approve and adopt the financial statements of the Company for the year ended March 31, 2014, the Reports of the Board of Directors & Auditors thereon:

(i) Voted in favour of the resolution.

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

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Item No 2.

To appoint a Director in place of Mr. B.S. Sharma (DIN 00230202) Director, who retire by rotation, being eligible, offer himself for re-appointment:

(i) Voted in favour of the resolution.

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

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Item No. 3

To Appoint Auditors and fix their remuneration:

(i) Voted in favour of the resolution.

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

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Item No. 4

To appoint Mr. Ilidio Manuel Pereira (DIN 03036383) as an Independent Director:

(i) Voted in favour of the resolution.

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

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Item No.5

To appoint Mr. Placid Naronha (DIN 03031999) as an Independent Director:

(i) Voted in favour of the resolution.

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

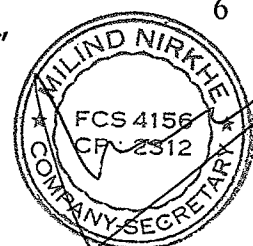
(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

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Item No.6.

To Appoint Mr. B. S. Sharma (DIN 00230202) as Whole-time Director and Chairman:

(i) Voted in favour of the resolution.

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NIL	NIL

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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,

The Chairman of the 20th Annual General Meeting of the Equity Shareholders of **VALLABH POLY-PLAST INTERNATIONAL LIMITED** (the Company) held on Tuesday, 30th September, 2014 at 10.00 a.m. at Raheja Point -1, 3rd Floor, Jawaharlal Nehru Road, Vakola, Santacruz (East), Mumbai - 400 055.

Dear Sir,

I, Milind Nirkhe, Proprietor of Milind Nirkhe & Associates, Company Secretaries, Mumbai have been appointed as a Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 20th Annual General Meeting of the Equity Shareholders of Vallabh Poly-plast International Limited, held on Tuesday, 30th September, 2014 at 10.00 a.m. at Raheja Point -1, 3rd Floor, Jawaharlal Nehru Road, Vakola, Santacruz (East), Mumbai - 400 055.

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar & Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

(a)Resolution No. 1:

To receive, consider, approve and adopt the Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors' and Auditor's there on. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting (in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
26	2398800	57.17%

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(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Resolution No. 2:

To appoint a director in place of Mr. B.S. Sharma (DIN 00230202) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting (in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
26	2398800	57.17%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution No. 3:

To appoint M/s. Ramesh Chaturvedi & Co, Chartered Accountants, (FRN No. 113621W), retiring Auditors of the Company as the Statutory Auditors of the Company to hold office for a period of 3 years. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting (in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
26	2398800	57.17%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

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(d)Resolution No. 4:

To appoint Mr. Ilidio Manuel Pereira (DIN 03036383) as an Independent Director of the Company.[Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
26	2398800	57.17%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(e)Resolution No. 5:

To appoint Mr. Placid Naronha (DIN 03031999) as an Independent Director of the Company.[Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
26	2398800	57.17%



(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(f) Resolution No. 6:

To appoint Mr. B. S. Sharma (DIN 00230202) as a Whole Time Director of the Company. [Special Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting (in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
26	2398800	57.17%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

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(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking You,
Yours Faithfully,


Milind Nirkhe
Practising Company Secretary
FCS No: 4156
CP No: 2312
Place: Mumbai
Date: 01.10.2014

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