



VST Industries Limited

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Annexure

Details of Voting Results

Date of the AGM :	August 12, 2014
Total number of shareholders on record date [i.e., 4 th July, 2014 – cut-off date for e-voting purpose] :	13,200
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group : [in person]	3
Public	
In person :	346
Proxy:	5
Total:	354
No. of shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group :	
Public :	

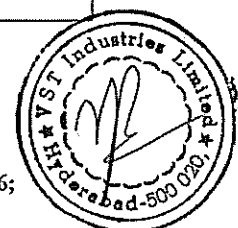
Agenda-wise

In case of Poll/Postal ballot/E-voting:

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

Resolution 1: Adoption of audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon [Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2391099	58.66	2391099	0	100	0
Public – Others	6399809	6455	0.10	6387	68	98.95	1.05
Total	15441920	7363456		7363388	68		





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Resolution 2: To declare a dividend @ Rs. 70 per Equity Shares for the year ended 31st March, 2014
[Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in 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 Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2714919	66.60	2714919	0	100	0
Public – Others	6399809	6455	0.10	6437	18	99.72	0.28
Total	15441920	7687276		7687258	18		

Resolution 3: To appoint Director in place of Mr. Raymond S. Noronha, who retires by rotation and being eligible, offers himself for re-appointment [Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in 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 Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2714919	66.60	2500242	214677	92.09	7.90
Public – Others	6399809	6455	0.10	6387	68	98.95	1.05
Total	15441920	7687276		7472531	214745		





VST Industries Limited

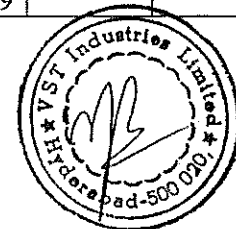
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Resolution 4: To appoint Auditors and to fix their remuneration [Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in 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 Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2590759	63.56	2335086	255673	90.13	9.87
Public – Others	6399809	6455	0.10	6386	69	98.93	1.07
Total	15441920	7563116		7307374	255742		

Resolution 5: Appointment of Mr. James Yamanaka as a Director of the Company [Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in 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 Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2714919	66.60	2500242	214677	92.09	7.91
Public – Others	6399809	6455	0.10	6383	72	98.88	1.11
Total	15441920	7687276		7472527	214749		





VST Industries Limited

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Resolution 6: Appointment of Prof. Mubeen Rafat as an Independent Director of the Company
[Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2714919	66.60	2714919	0	100	0
Public – Others	6399809	6455	0.10	6384	71	98.90	1.10
Total	15441920	7687276		7687205	71		

Resolution 7: Appoint of Mr. S. Thirumalai as an Independent Director of the Company
[Ordinary Resolution]

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	4965902	4965902	100	4965902	0	100	0
Public – Institutional holders	4076209	2714919	66.60	2714919	0	100	0
Public – Others	6399809	6455	0.10	6387	68	98.95	1.05
Total	15441920	7687276		7687208	68		

Note: All the aforesaid resolutions were passed with requisite majority.



Tumuluru Krishna Murty
B.Com.B.L.,F.C.A.,F.C.S.
Secretary, Brooke Bond Limited (Retired)

Tumuluru & Co.
Company Secretaries

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12/8/2014

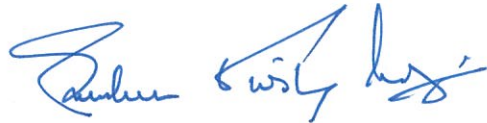
The Chairman,
VST Industries Limited
Azamabad
Hyderabad – 500 020

Scrutinizer's Consolidated Report pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules 2014- e-Voting and physical ballot - Annual General Meeting dated 12th August, 2014.

1. I, Tumuluru Krishna Murty, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of VST Industries Limited.
2. The Company's Management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting on physical ballot on the resolutions contained in the Notice dated 5th June, 2014 to shareholders of the Company.
3. As a Scrutinizer, e-voting and physical ballot process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on the e-voting and the physical ballot voting by shareholders of the Company
4. The E-voting process commenced from 9.00 am on Tuesday, 5th August, 2014 and ended at 6.00 p.m. on Thursday, 7th August, 2014. Karvy Computershare Private Limited, the Registrars and Share Transfer Agents of the Company, the authorised agency to provide E-voting facility, have been appointed to provide e-voting facility for the 83rd Annual General Meeting of the Company.
5. Pursuant to Rule 20 (xi) the Companies (Management and Administration) Rules 2014, after the conclusion of the e-Voting at 6.00 p.m., on Thursday, 7th August, 2014, I have unblocked the votes in the presence of two witnesses who are not the employees of the Company to make my report on the votes cast in favour or against, if any. The report thereon has since been submitted to the Chairman of the company. The results of the e-voting are enclosed in Annexure I.



6. At the Annual General Meeting held on 12th August, 2014, the Chairman has provided the opportunity, to the shareholders who were present at the meeting and had not exercised their vote on e-voting, to vote through physical ballot.
7. 354 members attended the Annual General Meeting, out of which, 62 members/proxies have exercised their vote through physical ballot.
8. Pursuant to Rule 21, physical ballot was conducted at the Annual General Meeting. The ballot papers have been scrutinized and the report in respect of votes cast in "favour" or "against" as per Form MGT 13 is enclosed as per Annexure II.
9. I am now submitting my Consolidated Report on the votes cast through the e-voting and physical ballot as per the Annexure III.



(Tumuluru Krishna Murty)

TUMULURU KRISHNA MURTY
Secretary in Wholetime Practice
FCS 142, CP 1293
TUMULURU & CO
Company Secretaries



VST Industries Limited

Annexure to the Scrutinizer's Report

Resolution	Resolution Description	Mode	Ballots received	Favour			Against			Invalid/Abstain	
				Ballots	Votes	% to total votes	Ballots	Votes	% to total votes	Ballots	Votes
1	To receive, consider and adopt the audited Balance Sheet as at 31 st March, 2014, the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon	Electronic	46	33	7174470	95.681	1	1	0.001	12	323820
2	To declare a dividend on the Equity shares for the year ended 31 st March, 2014	Electronic	46	45	7498290	99.999	1	1	0.001	0	0
3	To appoint Director in place of Mr Raymond S. Noronha, who retires by rotation and being eligible, offers himself for re-appointment.	Electronic	46	37	7285886	97.167	9	212405	2.833	0	0
4	To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification(s), the following Resolution which will be proposed as an Ordinary Resolution .	Electronic	46	32	7171969	95.648	5	202162	2.697	10	124160
5	To consider and, if thought fit, to pass with or without modification (s) the following Resolution, which will be proposed as an Ordinary Resolution relating to appointment of Mr James Yamanaka as a Director of the Company.	Electronic	46	36	7285882	97.167	10	212409	2.833	0	0
6	To consider and, if thought fit, to pass with or without modification (s), the following resolution, which will be proposed as an Ordinary Resolution relating to appointment of Prof. Mubeen Rafat as an Independent Director of the Company.	Electronic	46	45	7498287	99.999	2	4	0.001	0	0
7	To consider and, if thought fit, to pass with or without modification (s), the following resolution, which will be proposed as an Ordinary Resolution relating to for appointment of Mr S Thirumalai as an Independent Director of the Company.	Electronic	46	45	7498290	99.999	1	1	0.001	0	0

TUMULURU KRISHNA MURTHY
Secretary in Wholesale Price

FCS 142 CP 1293

TUMULURU & CO
Company Secretaries

FORM No. MGT-13

Report of Scrutinizer(s)

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

The Chairman,
VST Industries Limited
Azamabad
Hyderabad – 500 020

83rd Annual General Meeting of the Equity shareholders of **VST Industries Limited** was held on **12th August, 2014** at **9.30 AM** at Hotel Trident, HITEC City, Near Cyber Towers, Madhapur, **Hyderabad – 500 081**.

Dear Sir

I, **Tumuluru Krishna Murthy, the Practising Company Secretary, "Anasuya", C-66, Durgabai Deshmukh Colony, Ahobil Mutt Road, Hyderabad – 500 007** appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the **Annual General Meeting** of the Equity shareholders of **VST Industries Limited** held on **12th August, 2014** at **9.30 AM** at **Hotel Trident, HITEC City, Near Cyber Towers, Madhapur, Hyderabad – 500 081**, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **TWO** ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I have found two ballot papers invalid.



4. The result of the poll is as under:

(a) Resolution No.1

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	188918	99.9645

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	67	0.0355

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	312

(b) Resolution No. 2

To declare a dividend on the Equity shares for the year ended 31st March, 2014.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	188968	99.9991



ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	17	0.009

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	312

(c) Resolution No. 3

To appoint Director in place of Mr Raymond S. Noronha, who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54	186445	98.7618

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	2340	1.2382

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	312



h

(d) Resolution No. 4

To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification(s), the following Resolution which will be proposed as an **Ordinary Resolution**.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54	135405	71.6485

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	53580	28.3515

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	312

Special Business

(e) Resolution No. 5

To consider and, if thought fit, to pass with or without modification (s) the following Resolution, which will be proposed as an **Ordinary Resolution** relating to appointment of Mr James Yamanaka as a Director of the Company.



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i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54	186645	98.7618

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	2340	1.2382

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	312

(f) Resolution No. 6

To consider and, if thought fit, to pass with or without modification (s), the following resolution, which will be proposed **as an Ordinary Resolution** relating to appointment of Prof. Mubeen Rafat as an Independent Director of the Company.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	188918	99.9645



Handwritten signature

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	67	0.0355

iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	312

(g) Resolution No. 7

To consider and, if thought fit, to pass with or without modification (s), the following resolution, which will be proposed as **an Ordinary Resolution** relating to for appointment of Mr S Thirumalai as an Independent Director of the Company.

i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	188918	99.9645

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	67	0.0355



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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
2	312

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully



TUMULURU KRISHNA MURTY

B.com, B.L, FCA, FCS

TUMULURU & Co

Company Secretaries

"ANASUYA"

C-666, DURGABHAI DESHMUKH COLONY
AHOBIL MUTT ROAD, HYDERABAD – 500 007

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TUMULURU KRISHNA MURTY
Secretary in Wholtime Practic
FCS 142, CP 1293
TUMULURU & CO
Company Secretaries

VST Industries Limited

Annexure to the Scrutinizer's Report

Resolution	Resolution Description	Mode	Ballots received	Favour			Against			Invalid/Abstain	
				Ballot	Votes	% to total votes	Ballot	Votes	% to total votes	Ballots	Votes
1	To receive, consider and adopt the audited Balance Sheet as at 31 st March, 2014, the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon	Electronic	46	33	7174470	95.681	1	1	0.001	12	323820
		Physical	62	55	188918	99.9645	5	67	0.0355	2	312
		Total	108	88	7363388	99.9991	6	68	0.009	14	324132
2	To declare a dividend on the Equity Shares for the year ended 31 st March, 2014	Electronic	46	45	7498290	99.999	1	1	0.001	0	0
		Physical	62	56	188968	99.9991	4	17	0.009	2	312
		Total	108	101	7687258	99.9998	5	18	0.0002	2	312
3	To appoint Director in place of Mr Raymond S. Noronha, who retires by rotation and being eligible, offers himself for re-appointment	Electronic	46	37	7285886	97.167	9	212405	2.833	0	0
		Physical	62	54	186645	98.7618	6	2340	1.2382	2	312
		Total	108	91	7472531	97.2065	15	214745	2.7935	2	312
4	To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification(s), the following Resolution which will be proposed as an Ordinary Resolution	Electronic	46	32	7171969	95.648	5	202162	2.697	10	124160
		Physical	62	54	135405	71.6485	6	53580	28.3515	2	312
		Total	108	86	7307374	96.6186	11	255742	3.3814	12	124472
5	To consider and, if thought fit, to pass with or without modification (s) the following Resolution, which will be proposed as an Ordinary Resolution relating to the appointment of Mr James Yamanaka as a Director of the Company	Electronic	46	36	7285882	97.167	10	212409	2.833	0	0
		Physical	62	54	186645	98.7618	6	2340	1.2382	2	312
		Total	108	90	7472527	97.2064	16	214749	2.7936	2	312
6	To consider and, if thought fit, to pass with or without modification (s), the following resolution, which will be proposed as an Ordinary Resolution relating to the appointment of Prof. Mubeen Rafat as an Independent Director of the Company	Electronic	46	45	7498287	99.999	2	4	0.001	0	0
		Physical	62	55	188918	99.9645	5	67	0.0355	2	312
		Total	108	100	7687205	99.9991	7	71	0.0009	2	312
7	To consider and, if thought fit, to pass with or without modification (s), the following resolution, which will be proposed as an Ordinary Resolution relating to the appointment of Mr S Thirumalai as an Independent Director of the Company	Electronic	46	45	7498290	99.999	1	1	0.001	0	0
		Physical	62	55	188918	99.9645	5	67	0.0355	2	312
		Total	108	100	7687208	99.9991	6	68	0.0009	2	312

TUMULURU KRISHNA MURTY
Secretary in Wholesale Pract.

FCS 142. CP 1293

TUMULURU & CO
Company Secretaries