



VST Industries Limited

VOTING RESULTS AS PER CLAUSE 35A OF LISTING AGREEMENT

Details of the Agenda: Amend Article 93 of Articles of Association of the Company relating to determination of directors whose period of office shall be subject to retirement of directors by rotation.

Resolution required : Special

Mode of Voting: Postal Ballot / E-voting

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	-	100	-
Public – Institutional holders	3822658	3822658	100	3822658	-	100	-
Public - Others	51005	49981	97.99	49387	594	98.81	1.19
Total	8839565	8838541	99.99	8837947	594	99.99	0.00

Note: Invalid votes: 922
Abstained : 102

For VST INDUSTRIES LIMITED

**NITESH BAKSHI
COMPANY SECRETARY**

TUMULURU KRISHNA MURTY
B.com, B L, FCA, FCS
TUMULURU & CO
COMPANY SECRETARIES

"ANASUYA"
C-666 DURGABHAI DESHMUKH COLONY
AHOBIL MUTT RD, HYDERABAD-500 007
TELE: 040-27428904,040-27427803
Mobile : 098493 84829/09391087255
Email :tkm_hyderabad@yahoo.co.in
:mrtumulurk@gmail.com

REPORT OF THE SCRUTINIZER

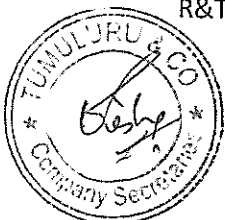
[Pursuant to Section 110 of the Companies Act, 2013 And Rule 22(9) of the
Companies (Management and Administration) Rules, 2014]

The Chairman
VST Industries Limited
Azamabad
Hyderabad – 500 020

Dear Sir,

I, Tumuluru Krishna Murty, Company Secretary in Practice, at "Anasuya", C-66, Durgabai Deshmukh Colony, Ahobil Mutt Road, Hyderabad – 500 007, appointed as Scrutinizer by the Board of Directors of VST INDUSTRIES LIMITED ("the Company") vide resolution passed on 22nd January, 2015 for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolution stated in the Notice of the Postal Ballot dated 22nd January, 2015 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The Notice of the Postal Ballot along with the statement setting out material facts under Section 102 of the Companies Act, 2013, dated 22nd January, 2015 were dispatched to the shareholders by prescribed modes on 12th February, 2015 and the Advertisement pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on 13th February, 2015. The voting commenced on 17th February, 2015 (at 9.00 hours) and ended on 18th March, 2015 (at 17.30 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited.
2. The Equity Shareholders holding shares on as on 30th January, 2015, being the "cut off date", were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
3. The votes were unblocked at around 17.35 hours on 18th March, 2015 in the presence of two witnesses, Mr. R. Chandra Sekhar and Mr. Prem Kumar who are not in the employment of the Company. Thereafter, e-voting summary statement was downloaded from e-voting website of Karvy Computershare Private Limited [<http://evoting.karvy.com>].
4. The ballot papers received were scrutinized and reconciled with the records maintained by R&T Agents along with the authorizations / Power of Attorney etc.



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5. The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.
6. The results of Postal Ballot and E-voting are as under:

Type of Resolution: **Special**

Particulars of Resolution: To amend Article 93 of Articles of Association of the Company relating to determination of Directors whose period of office shall be subject to retirement of directors by rotation.

- I. Voted in favour of the Resolution:

Mode of Voting	Total Number of Members	Number of votes cast [shares] in favour of the resolution	% of total number of votes cast
Physical Ballot	285	104162	1.18
Electronic	84	8733785	98.80
Total	369	8837947	99.98

- II. Voted against the Resolution:

Mode of Voting	Total Number of Members	Number of votes cast [shares] against the resolution	% of total number of votes cast
Physical Ballot	6	394	0.00
Electronic	1	200	0.00
Total	7	594	0.00

- III. Invalid Votes:

Mode of Voting	Total Number of Members	Number of invalid votes	% of total number of invalid votes
Physical Ballot	12	922	0.02
Electronic	1	102	0.00
Total	13	1024	0.02



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7. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For", "Against", those whose votes were declared as invalid and e-voting results downloaded from the e-voting website of Karvy Computershare Private Limited [<http://evoting.karvy.com>] and all other relevant records were sealed and are being handed over to the Chairman /Managing Director of the Company.

Thanking you,
Yours faithfully,



TUMULURU KRISHNA MURTY [SCRUTINIZER]
COMPANY SECRETARY IN PRACTICE
FCS. 142
CP NO. 1293

Place: Hyderabad
Date: 23rd March, 2015

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

Witness:

1. R. Chandra Sekhar
2. M. Prem Kumar

