

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
VYAPAR INDUSTRIES LIMITED**

To,
The Chairman,
30th Annual General Meeting
VYAPAR INDUSTRIES LIMITED
145, S V Road, Opp. Khar Police Station,
Khar West, Mumbai-400054

Sub: Passing of Resolution through Electronic Voting and Poll conducted at the 30th AGM of VYAPAR INDUSTRIES LIMITED (the Company) held on Wednesday, 30th September, 2015 at 145, S V Road, Opp. Khar Police Station, Khar West, Mumbai-400054

Dear Sir,
The Company had appointed me as a Scrutinizer to scrutinize the E-voting process and also for the Poll held at the 30th AGM of the Company held on September 30, 2015.

The E-voting was held between 26th September, 2015 (9.00 a.m.) to 29th September, 2015 (5.00 p.m.).

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Saturday, 26th September, 2015 at 9:00 a.m. to Tuesday, 29th September, 2015 at 5:00 p.m. Bigshare Services Private Limited are the Registrar and Share Transfer Agents of the Company.

At the 30th AGM of the Company held on 30th September, 2015, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.



The result of the E-voting together with those of the Poll are as under:

Item No. 1 - Ordinary Resolution

Adoption of audited financial statements, Report of Board of Directors and Auditors for the year ended March 31, 2015.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	19	95,29,056	100.00	0	0	0
TOTAL	20	95,29,106	100.00	0	0	0

Note: There were no invalid votes and neither did any shareholder abstain from voting on this resolution.

Item No. 2 - Ordinary Resolution

Appointment of Director in place of Mr. Akil A. Rassai, who retires by rotation and being eligible, Offers himself for reappointment.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	17	28,71,604	100.00	0	0	0
TOTAL	18	28,71,654	100.00	0	0	0

Note: There were no invalid votes and two shareholders holding 66,57,452 shares abstained from voting on this resolution.



Item No. 3 - Ordinary Resolution

Appointment of Director in place of Mr. Hussain A. Rassai, who retires by rotation and being eligible, Offers himself for reappointment.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	17	28,71,604	100.00	0	0	0
TOTAL	18	28,71,654	100.00	0	0	0

Note: There were no invalid votes and two shareholders holding 66,57,452 shares abstained from voting on this resolution.

Item No. 4 - Ordinary Resolution

Appointment of Auditors of the Company.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	19	95,29,056	100.00	0	0	0
TOTAL	20	95,29,106	100.00	0	0	0

Note: There were no invalid votes and neither did any shareholder abstain from voting on this resolution.



Item No. 5 - Ordinary Resolution

Appointment of Ms. Shabana Mistry as Whole Time Director of the Company designated as C.F.O.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	19	95,29,056	100.00	0	0	0
TOTAL	20	95,29,106	100.00	0	0	0

Note: There were no invalid votes and neither did any shareholder abstain from voting on this resolution.

Item No.6 - Ordinary Resolution

Appointment of Mr. Akil A. Rassai as Managing Director of the Company.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	17	28,71,604	100.00	0	0	0
TOTAL	18	28,71,654	100.00	0	0	0

Note: There were no invalid votes and two shareholders holding 66,57,452 shares abstained from voting on this resolution.



Item No. 7 - Ordinary Resolution

Appointment of Mr. Hussain Rassai as Whole Time Director of the Company designated as Jt. Chairman

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	1	50	100.00	0	0	0
Poll	17	28,71,604	100.00	0	0	0
TOTAL	18	28,71,654	100.00	0	0	0

Note: There were no invalid votes and two shareholders holding 66,57,452 shares abstained from voting on this resolution.

All resolutions stand passed under e-voting and poll unanimously.

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e-voting and Poll by the shareholder of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,


MARTINHO FERRAO
Scrutinizer
Practicing Company Secretary



Date: 30th September, 2015
Place: Mumbai