

Chairman  
Vijay Shanthi Builders Limited  
Chennai

28/09/2017

Dear Sir

Sub: Scrutinizer report in respect of remote E voting and Poll conducted by the company in respect of Annual General Meeting (AGM) of the company held at 10.30 AM on Wednesday, 27<sup>th</sup> September 2017 at Chennai

With reference to the above specified AGM of the company, where in the company proposed to seek approval of members by way of Ordinary / Special resolutions in respect of the agenda points, briefly noted below.

| RESL NO | SUBJECT MATTER OF RESOLUTION                                                                                                                                                                                                                                                      |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         | <b>ORDINARY BUSINESS - ORDINARY RESOLUTIONS</b>                                                                                                                                                                                                                                   |
| 1.      | Approval of Audited Financial statements for the year ended 31 <sup>st</sup> March 2017                                                                                                                                                                                           |
| 2.      | Reappointment of Mr Chandan Kumar Jain (DIN NO.00262521) as a Director of the company                                                                                                                                                                                             |
| 3.      | Appointment of M/S Sanjiv Shah & Associates, Chartered Accountants , Chennai (Firm Regn no. 003572S) as Statutory Auditors of the company to hold office from the conclusion of the Annual General Meeting till the conclusion of 31st Annual General Meeting to be held in 2022. |
|         | <b>SPECIAL BUSINESS</b>                                                                                                                                                                                                                                                           |
| 4.      | <b>AS A SPECIAL RESOLUTION</b><br>Appointment of Shri Siva Subramaniam (DIN NO.0763122)as an Independent Director of the company for a period of 5 years upto September, 28,2022                                                                                                  |

The company had provided the facility of remote E Voting/Polling at the venue of Annual General Meeting for its members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (herein after knows as the 'Rules')

In the said process of remove E voting/ Poll process at the venue of AGM, I was appointed as scrutinizer by the Board of Directors vide their resolution passed in their

  
R. MUTHUKRISHNAN, FCS  
Practicing Company Secretary  
C.P. No: 3033  
M. No. 6775

meeting held on 02<sup>nd</sup> June 2017 and vide the necessary appointment letter of even date issued to me, in terms of Rule 20 (4) (ix) of the above specified rules.

The necessary newspaper advertisement as required under Rule 20(4) (v) was issued on 06<sup>TH</sup> Sep 2017 and the e voting period started at 09.00 AM on 24<sup>th</sup> September 2017 and ended at 05.00 PM on 26<sup>th</sup> September 2017.

As per the notice of the AGM, those holding shares as the cutoff date, Friday, 22<sup>RD</sup> September 2017 were entitled to vote in the said E Voting process

At the venue of Annual General Meeting held on 27<sup>th</sup> September 2017 at 10.30 AM at Chennai, a facility was provided for voting by way of ballot papers to the members who attended the AGM (and who had not cast their votes in the E voting process,) to cast their votes in the said poll process, in terms of Rule 20(4)(xi) of the said rules.

The box containing the said ballot papers was opened in the presence of two witnesses who are not in employment of the company after the polling process was over.

Similarly the e-voting results from CDSL website were unblocked in presence of same two witnesses, in terms of Rule 20 (4) (xii) of the above specified rules at 01.30 PM on Wednesday, 27<sup>TH</sup> September 2017.

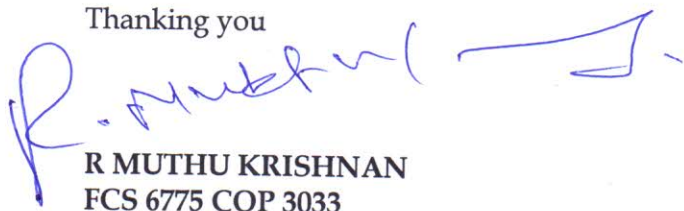
The combined results of remote e voting and the poll process conducted at the venue of AGM (based on no. of shares held by those who participated in the above said voting process) is tabulated under

| RESL NO | VOTED FAVOURING THE RESOLUTION |        | VOTED AGAINST THE RESOLUTION |        | STATUS OF RESOLUTION |
|---------|--------------------------------|--------|------------------------------|--------|----------------------|
|         | PROMOTERS                      | PUBLIC | PROMOTERS                    | PUBLIC |                      |
| 1       | 5526045                        | 146315 | NIL                          | NIL    | PASSED               |
| 2       | 5526045                        | 146315 | NIL                          | NIL    | PASSED               |
| 3       | 5526045                        | 146191 | NIL                          | 100    | PASSED               |
| 4       | 5526045                        | 146291 | NIL                          | NIL    | PASSED               |

**NOTE:** Votes cast by one non individual shareholder for a value of 61010 shares and not accompanied by a Board Resolution/POA has been declared invalid.

All the records of remote E Voting/ Poll process at AGM venue shall remain in my custody till the Chairman considers, approves and signs the minutes of AGM and thereafter same shall be handed over to the company for safe keeping in terms of Rule 20 (4)(xv) of the above rules.

Thanking you



**R MUTHU KRISHNAN**  
FCS 6775 COP 3033