

P.L. SHETTIGAR
Company Secretary in Whole-time Practice
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FORM No. MGT-13
Report of Scrutinizer(s)

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

To,
Mrs. Anuradha J. Desai,
Chairperson,
39th Annual General Meeting
of the Equity Shareholders of
Venky's (India) Limited

Dear Sir,

I, Parkala Laxmana Shettigar, appointed as Scrutinizer for the purpose ascertaining votes casted thorough electronic mode and poll taken on the below mentioned resolution(s), at the 39th Annual General Meeting of the Equity Shareholders of Venky's (India) Limited, held on Wednesday, 16th September, 2015 at 10.30 am at Hotel Le Meridian, RBM Road, Near Pune Railway Station, Pune - 411001, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Three (3) 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The e-voting facility to shareholders was kept open for a period of 4 days from 12th September, 2015 (09.00 a.m. IST) till 15th September, 2015 (05.00 p.m. IST).
5. After the end of the voting period and after the end of Annual General Meeting the votes were unblocked in front of Mr. Atul Vipute and Mr. Sudhir Patil (2 independent witnesses).
6. The consolidated result of E-Voting and Poll & is as under:



Item No. 1: -**Resolution:** Approval of audited accounts for the year ended 31st March, 2015.

(i) voted in favour of Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
123	5264294	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
2	272	0.01

(iii) Invalid Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid)	Total number of votes cast by them
12	131

Item No. 2: -**Resolution:** Declaration of dividend on equity shares (50% i.e. Rs.5/- per equity share).

(i) voted in favour of Resolution:

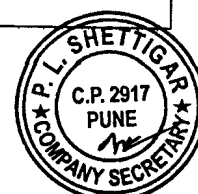
Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
123	5264485	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
2	81	0.01

(iii) Invalid Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid)	Total number of votes cast by them
12	131



Item No. 3: -

Resolution: To appoint a Director in place of Mrs. Anuradha J. Desai (holding DIN 00012212), who retires by rotation and being eligible offers herself for re-appointment.

(i) voted in favour of Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
119	5231820	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	551	0.01

(iii) Invalid Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid)	Total number of votes cast by them
13	322,082

Item No. 4: -

Resolution: To ratify appointment of M/s Sudit K. Parekh & Co. as Statutory Auditors.

(i) voted in favour of Resolution:

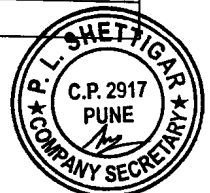
Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
120	5264103	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
5	463	0.01

(iii) Invalid Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid)	Total number of votes cast by them
12	131



Item No.5: -

Resolution: To ratify the remuneration of Cost Auditor appointed for the financial year 2015-16 which shall be not exceeding Rs.3,00,000/-.

(i) voted in favour of Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
123	5264485	99.99

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy or electronic mode)	Number of votes cast by them	% of total number of valid vote cast
2	81	0.01

(iii) Invalid Votes:

Total number of Members (in person or by proxy or through electronic mode whose votes were declared invalid)	Total number of votes cast by them
12	131

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,

Place: Pune
Dated: 18.09.2015


P. L. Shettigar
Practicing Company Secretary
CP No. 2917

