

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 2909201706485844	Date & Time	: 29/09/2017 06:48:58 PM
Scrip Code	: 533427		
Entity Name	: VMS INDUSTRIES LTD		
Compliance Type	: Regulation 44 -Voting Results		
Quarter / Period	: 22/09/2017		
Mode	: E-Filing		

General information about company	
Scrip code	533427
Name of the company	VMS INDUSTRIES LTD
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	29-09-2017
Start time of the meeting	11:00 AM
End time of the meeting	12:45 PM

Voting results	
Record date	22-09-2017
Total number of shareholders on record date	850
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	846
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statement for the Year Ended on 31st March, 2017				
Category	Mode of voting	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	E-Voting	9325164	9325164	100	9325164	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9325164	9325164	100	9325164	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6322946	6184908	97.8169	200004	5984904	3.2337	96.7663
	Poll		138038	2.1831	138038	0	100	0
	Postal Ballot (if applicable)							
	Total		6322946	6322946	100	338042	5984904	5.3463
Total		15648110	15648110	100	9663206	5984904	61.7532	38.2468
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(1)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mrs Sangeeta Jain, Whole Time Director				
Category	Mode of voting	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	E-Voting	9325164	9325164	100	9325164	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9325164	9325164	100	9325164	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6322946	6184908	97.8169	200004	5984904	3.2337	96.7663
	Poll		138038	2.1831	138038	0	100	0
	Postal Ballot (if applicable)							
	Total		6322946	6322946	100	338042	5984904	5.3463
Total		15648110	15648110	100	9663206	5984904	61.7532	38.2468
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Appointment of Statutory Auditors M/s S N Shah & Associates, Chartered Accountant in place of retiring Auditor M/s P D Golpani & Associates, Chartered Accountant.					
Category	Mode of voting	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	E-Voting	9325164	9325164	100	9325164	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		9325164	9325164	100	9325164	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6322946	6184908	97.8169	200004	5984904	3.2337	96.7663
	Poll		138038	2.1831	138038	0	100	0
	Postal Ballot (if applicable)							
	Total		6322946	6322946	100	338042	5984904	5.3463
Total		15648110	15648110	100	9663206	5984904	61.7532	38.2468
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Increase of Remuneration/ Salary of Mrs Sangeeta Jain Whole Time Director (DIN:001252730) from 1st October, 2017 Rs.4.00 Lakhs Per Month.				
Category	Mode of voting	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	E-Voting	9325164	9325164	100	9325164	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	9325164	9325164	100	9325164	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6322946	6184908	97.8169	4	6184904	0.0001	99.9999
	Poll		138038	2.1831	138038	0	100	0
	Postal Ballot (if applicable)							
	Total	6322946	6322946	100	138042	6184904	2.1832	97.8168
Total		15648110	15648110	100	9463206	6184904	60.4751	39.5249
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Resolution(4)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase of Remuneration/ Salary of Mr Manoj Kumar Jain, Managing Director (DIN:02190018) from 1st October, 2017 Rs.4.00 Lakhs Per Month				
Category	Mode of voting	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	E-Voting	9325164	9325164	100	9325164	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	9325164	9325164	100	9325164	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	6322946	6184908	97.8169	4	6184904	0.0001	99.9999
	Poll		138038	2.1831	138038	0	100	0
	Postal Ballot (if applicable)							
	Total	6322946	6322946	100	138042	6184904	2.1832	97.8168
Total		15648110	15648110	100	9463206	6184904	60.4751	39.5249
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Resolution(5)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Related party transaction worth Rs.50.00 Crores from year 2017-18 and onwards under Section 188 of the Companies Act, 2013				
Category	Mode of voting	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	E-Voting	9325164	9325164	100	9325164	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		9325164	9325164	100	9325164	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	6322946	6184908	97.8169	4	6184904	0.0001	99.9999
	Poll		138038	2.1831	138038	0	100	0
	Postal Ballot (if applicable)							
	Total		6322946	6322946	100	138042	6184904	2.1832
Total		15648110	15648110	100	9463206	6184904	60.4751	39.5249
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Resolution(6)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total



307, Abhijot Square, B/h. Divya Bhaskar,
S. G. Highway, Ahmedabad - 380 051, Gujarat, India.
Contact : +91-79-489 44 6 55 E-mail : csjatin@hotmail.com

K. JATIN & Co.
COMPANY SECRETARIES

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,
The Chairman,
25th Annual General Meeting of the Equity Shareholders of **M/s. VMS Industries Limited** ("the Company") held on Friday, 29th day of September, 2017 at 11:00 a.m. at Registered office of the Company at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad-380015

Dear Sir,

I, Jatin Kapadia, Company Secretary, appointed as scrutinizer for purpose of the poll taken on the below mentioned resolution(s), at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad-380015 meeting of the Equity Shareholders of the Company, held on 11:00 a.m. at registered office, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) 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 paper, which were incomplete and/or which otherwise found defective have been treated as invalid and kept separately. The same were not considering in calculation.
4. The result of the Poll is as under:-



a. Resolution No. 1:-

Re: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Directors' and the 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
7	138038	100.00%

(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
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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
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b. Resolution No. 2:-

Re: To Re-appoint Mrs. Sangeeta Jain, Whole Time Director of the Company (DIN: 00125273), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible, herself 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
7	138038	100.00%

(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
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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
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c. Resolution No. 3:-

Re: To appoint M/s S N SHAH & Associates, Chartered Accountants, (FRN: 109782W) as Statutory Auditors and Authorize Board to fix its remuneration.

(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
7	138038	100.00%

(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
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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
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d. Resolution No. 4:-

Re: To Reappoint Mrs. Sangeeta Jain (DIN: 00125273) as Whole time Director

(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
7	138038	100.00%

(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
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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
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e. Resolution No. 5:-

Re: To Reappoint Mr. Manoj Kumar Jain (DIN: 02190018) as Whole time Director

(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
7	138038	100.00%

(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
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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
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f. **Resolution No. 6:-**

Re: TO APPROVE RELATED PARTY TRANSACTION

(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
7	138038	100.00%

(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
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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
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5. the 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 authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

For, K. Jatin & Co.,
Company Secretaries
(UCN: S2017GJ508600)

Date: September 29, 2017
Place: Ahmedabad



Jatin H. Kapadia
per Jatin H. Kapdia
(Proprietor)
COP: 12043

Poll Computation

Ballot Paper No.	Name of Shareholders	Client ID/DP ID/Folio No.	No of Share Held As per RTA Data	No of Vote Cast As per Ballot Paper	Valid/Invalid	Resolution No. 1		Resolution No. 2		Resolution No. 3		Resolution No. 4		Resolution No. 5		Resolution No. 6	
						Favour	Against										
1	DEEPAK PRAVIN KUMAR MEHTA	IN30070810336584	50	50	Valid	50	0	50	0	50	0	50	0	50	0	50	0
2	K.G. MEHTA	IN30160410435028	32	32	Valid	32	0	32	0	32	0	32	0	32	0	32	0
3	PRAVIN KUMAR LAL CHAND MEHTA	IN30070810336576	1420	1420	Valid	1420	0	1420	0	1420	0	1420	0	1420	0	1420	0
4	HITESH LODNIA	120447005653741	2505	2505	Valid	2505	0	2505	0	2505	0	2505	0	2505	0	2505	0
5	NEHA NANDLAL AGRAWAL	120106002043988	133911	133911	Valid	133911	0	133911	0	133911	0	133911	0	133911	0	133911	0
6	KALPANA K. SETHIA	IN3005120139801	100	100	Valid	100	0	100	0	100	0	100	0	100	0	100	0
7	KAMAL SINGH SETHIA	IN30098210025567	20	20	Valid	20	0	20	0	20	0	20	0	20	0	20	0
Total						138038	0	138038	0	138038	0	138038	0	138038	0	138038	0





307, Abhijyot Square, B/h. Divya Bhaskar,
S. G. Highway, Ahmedabad - 380 051, Gujarat, India.
Contact : +91-79-489 44 6 55 E-mail : csjatin@hotmail.com

K. JATIN & Co.
COMPANY SECRETARIES

REPORT OF SCRUTINIZER ON E - VOTING

To,
The Chairman,
25th Annual General Meeting of the Equity Shareholders of **M/s. VMS Industries Limited** ("the Company") held on Friday, 29th day of September, 2017 at 11:00 a.m. at Registered office of the Company at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad-380015

Ref: 25th Annual General Meeting held on Friday, 29th day of September, 2017

Re: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Jatin Kapadia, Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **M/s. VMS Industries Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between Tuesday, 26th September, 2017 at 9:00 a.m. to Thursday, 28th September, 2017 at 5:00 p.m.

The Notice dated 31st August, 2017 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on Friday, 29th day of September, 2017 at Registered office of the Company at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad - 380015.

The Company has availed the e-voting facility offered by **Central Depository Services (India) Limited** ("CDSL") for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cutoff" date of 22nd



September, 2017, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 6 in the Notice of the AGM of the Company.

The voting period for e-voting commenced on Tuesday, 26th September, 2017 at 9:00 a.m. to Thursday, 28th September, 2017 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:

1. Mr. KAMAL SINGH SETHIA
2. Mr. HITESH LOONIA

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

a. Resolution No. 1:-

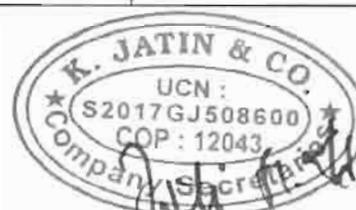
Re: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Directors' and the Auditors thereon:-

(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
9	9525168	61.41%

(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
32	5984904	38.59%



(ii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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b. Resolution No. 2:-

Re: To Re-appoint Mrs. Sangeeta Jain, Whole Time Director of the Company (DIN: 00125273), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible, herself 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
9	9525168	61.41%

(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
32	5984904	38.59%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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c. **Resolution No. 3:-**

Re: To appoint M/s S N SHAH & Associates, Chartered Accountants. (FRN: 109782W) as Statutory Auditors and Authorize Board to fix its remuneration.

(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
9	9525168	61.41%

(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
32	5984904	38.59%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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d. **Resolution No. 4:-**

Re: To Reappoint Mrs. Sangeeta Jain (DIN:00125273) as Whole time Director

(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
8	9325168	60.12%



(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
33	6184904	39.88

(iii) Invalid votes:

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

e. Resolution No. 5:-

Re: To Reappoint Mr. Manoj Kumar Jain (DIN: 02190018) as Whole time Director

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
8	9325168	60.12%

(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
33	6184904	39.88

(iii) Invalid votes:

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



f. Resolution No. 6:-

Re: TO APPROVE RELATED PARTY TRANSACTION

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
8	9325168	60.12%

(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
33	6184904	39.88

(iii) Invalid votes:

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

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company.

Thanking you.

Yours Faithfully,
For, K. Jatin & Co.,
Company Secretaries
(UCN: S2017GJ508600)

Date: September 29, 2017
Place: Ahmedabad



Jatin H. Kapadia
per Jatin H. Kapdia
(Proprietor)
COP: 12043

Sr. No.	Name of Shareholders	Client ID/DP ID/Folio No	No of Valid Cast	Resolution No. 1		Resolution No. 2		Resolution No. 3		Resolution No. 4		Resolution No. 5		Resolution No. 6	
				Favour	Against										
1	ELAN CAPITAL ADVISORS PRIVATE LIN	1202390000007716	39008	0	35000	0	35000	0	35000	0	35000	0	35000	0	35000
2	SIDHARTH RATANJAL BAFRA	1202700000101521	212063	0	212063	0	212063	0	212063	0	212063	0	212063	0	212063
3	TARADEVI RAJANJAL BAFRA	1202700000101521	140021	0	140021	0	140021	0	140021	0	140021	0	140021	0	140021
4	KRISHNA PARSHURAM K	1202850000004077	10776	0	10776	0	10776	0	10776	0	10776	0	10776	0	10776
5	MINAL KRISHNA KAME	1202850000004077	14762	0	14762	0	14762	0	14762	0	14762	0	14762	0	14762
6	CONSORT DIAS JACOB	1203040000009336	281000	3	0	3	0	3	0	3	0	3	0	3	0
7	HARIDARSHAN SALES PT	1203040000009336	18000	0	18000	0	18000	0	18000	0	18000	0	18000	0	18000
8	ASHOK KUMAR MODI	1203040000009336	13558	0	13558	0	13558	0	13558	0	13558	0	13558	0	13558
9	SCAN STEELS LIMITED	1203040000009336	195000	0	195000	0	195000	0	195000	0	195000	0	195000	0	195000
10	TORRENT FINVEST CONSULTANTS PRIVATE LIMITED	1203040000009336	54000	0	54000	0	54000	0	54000	0	54000	0	54000	0	54000
11	BALMIKI AGENCIES PVT LTD	1203040000009336	499990	0	499990	0	499990	0	499990	0	499990	0	499990	0	499990
12	RAJENDRA KANDONGO	1203040000009336	70448	0	70448	0	70448	0	70448	0	70448	0	70448	0	70448
13	MANISHA ANIL KOTHARI	1203040000009336	4490	0	4490	0	4490	0	4490	0	4490	0	4490	0	4490
14	MONOTYPE INDIA LIMITED	1203040000009336	10000	0	10000	0	10000	0	10000	0	10000	0	10000	0	10000
15	RITA AGARWAL	1203040000009336	10000	0	10000	0	10000	0	10000	0	10000	0	10000	0	10000
16	SANTOSH AGARWAL	1203040000009336	10000	0	10000	0	10000	0	10000	0	10000	0	10000	0	10000
17	ASHOK KUMAR GUPTA	1203040000009336	710	0	710	0	710	0	710	0	710	0	710	0	710
18	SHASHI AGARWAL	1203040000009336	39190	0	39190	0	39190	0	39190	0	39190	0	39190	0	39190
19	GOPAL DAS AGARWAL	1203040000009336	84400	0	84400	0	84400	0	84400	0	84400	0	84400	0	84400
20	GAURAV AGARWAL	1203040000009336	271177	0	271177	0	271177	0	271177	0	271177	0	271177	0	271177
21	SHIV SHAKTI AGRIFOODS	1203040000009336	10100	0	10100	0	10100	0	10100	0	10100	0	10100	0	10100
22	PANDHARI YADAV HUF	1203040000009336	20000	0	20000	0	20000	0	20000	0	20000	0	20000	0	20000
23	BIRENDRA PAL SINGH RAWAT HUF	1203040000009336	10000	0	10000	0	10000	0	10000	0	10000	0	10000	0	10000
24	ASHOK KUMAR GUPTA HUF	1203040000009336	110	0	110	0	110	0	110	0	110	0	110	0	110
25	VARUN MANOJ KUMAR JAIN	120484000000189447	624800	0	624800	0	624800	0	624800	0	624800	0	624800	0	624800
26	VAIBHAV MANOJ KUMAR JAIN	120484000000189447	240000	0	240000	0	240000	0	240000	0	240000	0	240000	0	240000
27	MANOJ KUMAR JAIN	120484000000189447	1168100	0	1168100	0	1168100	0	1168100	0	1168100	0	1168100	0	1168100
28	SANGEETA M JAIN	120484000000189447	292264	0	292264	0	292264	0	292264	0	292264	0	292264	0	292264
29	MONOTYPE INDIA LIMITED	120484000000189447	1252006	0	1252006	0	1252006	0	1252006	0	1252006	0	1252006	0	1252006
30	RAMESH KYMAL	120484000000189447	44000	0	44000	0	44000	0	44000	0	44000	0	44000	0	44000
31	ABHINANDAN JAIN	120484000000189447	200500	0	200500	0	200500	0	200500	0	200500	0	200500	0	200500
32	SUVARNA NANDKUMAR GOPALE	120484000000189447	298000	0	298000	0	298000	0	298000	0	298000	0	298000	0	298000
33	NANDKUMAR MARUTI GOPALE	120484000000189447	350000	0	350000	0	350000	0	350000	0	350000	0	350000	0	350000
34	SEEMA PABUWAL	120484000000189447	20000	0	20000	0	20000	0	20000	0	20000	0	20000	0	20000
35	MANOJ KUMAR JAIN	120484000000189447	5000000	0	5000000	0	5000000	0	5000000	0	5000000	0	5000000	0	5000000
36	BHAVANI CHANDRASHEKHAR POOJARI	120484000000189447	65515	0	65515	0	65515	0	65515	0	65515	0	65515	0	65515
37	MONOTYPE INDIA LIMITED	120484000000189447	1495194	0	1495194	0	1495194	0	1495194	0	1495194	0	1495194	0	1495194
38	SANGEETA JAIN	120484000000189447	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0	2000000
39	ANIL BUDHRAATI	120484000000189447	1	0	1	0	1	0	1	0	1	0	1	0	1
40	ASHIKA CREDIT CAPITAL LIMITED	120484000000189447	200000	0	200000	0	200000	0	200000	0	200000	0	200000	0	200000
41	SPARKLE SECURITIES SOLUTIONS PVT LTD	120484000000189447	71024	0	71024	0	71024	0	71024	0	71024	0	71024	0	71024
	TOTAL		15310072	9525168	5984904	9525168	5984904	9525168	5984904	9525168	5984904	9525168	5984904	9525168	5984904





307, Abhijot Square, B/h. Divya Bhaskar,
S. G. Highway, Ahmedabad - 380 051, Gujarat, India.
Contact : +91-79-489 44 6 55 E-mail : csjatin@hotmail.com

K. JATIN & Co.
COMPANY SECRETARIES

**REPORT OF SCRUTINIZER - COMBINED
(ON E-VOTING & POLL)**

Date:- September 29, 2017

To,
The Chairman,
25th Annual General Meeting of the Equity Shareholders of **M/s. VMS Industries Limited** ("the Company") held on Friday, 29th day of September, 2017 at 11:00 a.m. at Registered office of the Company at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad-380015

Ref: Annual General Meeting of the members of The Company held on Friday, 29th day of September, 2017 at 11:00 a.m. at Registered office of the Company at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad-380015

Dear Sir,

I, Jatin Kapadia, Company Secretary, have been appointed as the Scrutinizer



a. Resolution No. 1:-

Re: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Directors' and the Auditors thereon:-

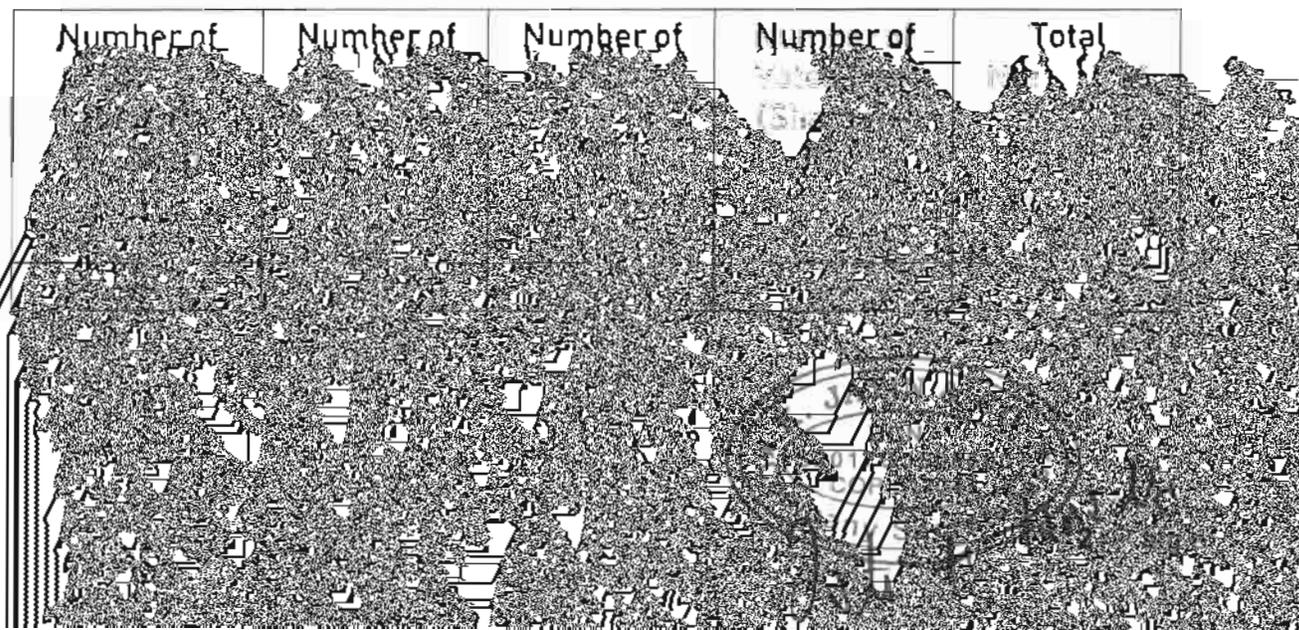
(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
9	9525168	7	138038	9663206	61.75%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
32	5984904	----	----	5984904	38.25%

(iii) Invalid votes:

Number of	Number of	Number of	Number of	Total
				

b. Resolution No. 2:-

Re: To Re-appoint Mrs. Sangeeta Jain, Whole Time Director of the Company (DIN: 00125273), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible, herself for Re-appointment.

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
9	9525168	7	138038	9663206	61.75%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
32	5984904	----	----	5984904	38.25%

(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll
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c. Resolution No. 3:-

Re: To appoint M/s S N SHAH & Associates, Chartered Accountants, (FRN: 109782W) as Statutory Auditors and Authorize Board to fix its remuneration.



(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
9	9525168	7	138038	9663206	61.75%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
32	5984904	----	----	5984904	38.25%

(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll
---	---	---	---	---

d. Resolution No. 4:-

Re: To Reappoint Mrs. Sangeeta Jain (DIN:00125273) as Whole time Director

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
8	9325168	7	138038	9463206	60.47%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
33	6184904	----	----	6184904	39.52%

(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll
---	---	---	---	---

e. Resolution No. 5:-

Re: To Reappoint Mr. Manoj Kumar Jain (DIN: 02190018) as Whole time Director

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
8	9325168	7	138038	9463206	60.47%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
33	6184904	----	----	6184904	39.52%



(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll
---	---	---	---	---

f. Resolution No. 6:-

Re: TO APPROVE RELATED PARTY TRANSACTION

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
8	9325168	7	138038	9463206	60.47%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
33	6184904	----	----	6184904	39.52%

(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll
---	---	---	---	---

Vote casted in both E-voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Resolutions with regard to Item no. 1 to 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Moreover, Resolution No. 4 to 6, has not received requisite majority as per Section 114(2) of the Companies Act, 2013, hence Resolution No. 4 to 6 is not passed.

The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The e-Voting and poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

For, K. Jatin & Co.,
Company Secretaries
(UCN: S2017GJ508600)

Date: September 29, 2017

Place: Ahmedabad



Jatin H. Kapadia
per Jatin H. Kapdia

(Proprietor)
COP: 12043

Encl.: A/A

Poll Computation

Ballot Paper No.	Name of Shareholders	Client ID/DP ID/Folio No.	No. of Share Held As per RTA Data	No of Vote Cast As per Ballot Paper	Valid/Invalid	Resolution No. 1		Resolution No. 2		Resolution No. 3		Resolution No. 4		Resolution No. 5		Resolution No. 6	
						Favour	Against										
1	DEEPAK PRAVIN KUMAR MEHTA	IN30070810336584	50	50	Valid	50	0	50	0	50	0	50	0	50	0	50	0
2	K O MEHTA	IN30160410435028	32	32	Valid	32	0	32	0	32	0	32	0	32	0	32	0
3	PRAVIN KUMAR LALCHAND MEHTA	IN30070810336576	1420	1420	Valid	1420	0	1420	0	1420	0	1420	0	1420	0	1420	0
4	HITESH LOONIA	120447005953741	2505	2505	Valid	2505	0	2505	0	2505	0	2505	0	2505	0	2505	0
5	NEHA NANDLAL AGRAWAL	120104002043988	133911	133911	Valid	133911	0	133911	0	133911	0	133911	0	133911	0	133911	0
6	KALPANA K SETHIA	IN30051320739801	100	100	Valid	100	0	100	0	100	0	100	0	100	0	100	0
7	KAMAL SINGH-SETHIA	IN30098210025567	20	20	Valid	20	0	20	0	20	0	20	0	20	0	20	0
Total						138038	0	138038	0	138038	0	138038	0	138038	0	138038	0



Sr No.	Name of Shareholders	Client ID/DP ID/Folio No	Resolution No. 1		Resolution No. 2		Resolution No. 3		Resolution No. 4		Resolution No. 5		Resolution No. 6	
			Favour	Against										
1	ELAN CAPITAL ADVISORS PRIVATE LIMITED	1202890000007716	35000	0	35000	0	35000	0	35000	0	35000	0	35000	0
2	SIDHARTH RATANLAL BAFNA	1202700000005321	212063	0	212063	0	212063	0	212063	0	212063	0	212063	0
3	TARADEVI RATANLAL BAFNA	1202700000002136	140	0	140021	0	140021	0	140021	0	140021	0	140021	0
4	KRISHNA PARSHURAM KAMBLE	12028500000040562	110776	0	110776	0	110776	0	110776	0	110776	0	110776	0
5	MINAL KRISHNA KAMBLE	12028500000040577	147692	0	147692	0	147692	0	147692	0	147692	0	147692	0
6	CONSORT DIAS JACOBS	1203040000000877	3	0	3	0	3	0	3	0	3	0	3	0
7	HARIDARSHAN SALES PVT LTD	1203450000000871	81000	0	281000	0	281000	0	281000	0	281000	0	281000	0
8	ASHOK KUMAR MODI	1203450000000872	189000	0	180000	0	180000	0	180000	0	180000	0	180000	0
9	SCAN STEELS LIMITED	120345000000409	135568	0	135568	0	135568	0	135568	0	135568	0	135568	0
10	TORRENT FINVEST CONSULTANTS PRIVATE LIMITED	12034500000049320	155000	0	155000	0	155000	0	155000	0	155000	0	155000	0
11	BALMIKI AGENCIES PVT LTD	12034500000069352	54000	0	54000	0	54000	0	54000	0	54000	0	54000	0
12	RAJENDRA KANDONGO	12034500000025851	499990	0	499990	0	499990	0	499990	0	499990	0	499990	0
13	MANISHA ANIL KOTHARI	120345000000733738	704468	0	704468	0	704468	0	704468	0	704468	0	704468	0
14	MONOTYPE INDIA LIMITED	12034500000077134	4490	0	4490	0	4490	0	4490	0	4490	0	4490	0
15	RITA AGARWAL	12039800000007796	10000	0	10000	0	10000	0	10000	0	10000	0	10000	0
16	SANTOSH AGARWAL	12039800000007202	10000	0	10000	0	10000	0	10000	0	10000	0	10000	0
17	ASHOK KUMAR GUPTA	12039800000042619	3710	0	3710	0	3710	0	3710	0	3710	0	3710	0
18	SHASHI AGARWAL	12039800000078027	39190	0	39190	0	39190	0	39190	0	39190	0	39190	0
19	GOPAL DAS AGARWAL	12039800000078036	84400	0	84400	0	84400	0	84400	0	84400	0	84400	0
20	GAURAV AGARWAL	12039800000022257	27177	0	27177	0	27177	0	27177	0	27177	0	27177	0
21	SHIV SHAKTI AGRIFOODS	12039800000027773	10100	0	10100	0	10100	0	10100	0	10100	0	10100	0
22	PANDHARI YADAV HUF	12039800000029951	20800	0	20800	0	20800	0	20800	0	20800	0	20800	0
23	BIRENDRA PAL SINGH RAWAT HUF	12039800000032960	10	0	10	0	10	0	10	0	10	0	10	0
24	ASHOK KUMAR GUPTA HUF	12039800000035545	62480	0	62480	0	62480	0	62480	0	62480	0	62480	0
25	VARUN MANOJKUMAR JAIN	12048400000018947	240000	0	240000	0	240000	0	240000	0	240000	0	240000	0
26	VAIBHAV MANOJKUMAR JAIN	12048400000018957	1168100	0	1168100	0	1168100	0	1168100	0	1168100	0	1168100	0
27	MANOJKUMAR JAIN	1204840000001897	1168100	0	1168100	0	1168100	0	1168100	0	1168100	0	1168100	0
28	SANGEETA M JAIN	12048400000018969	292264	0	292264	0	292264	0	292264	0	292264	0	292264	0
29	MONOTYPE INDIA LIMITED	1252006	1252006	0	1252006	0	1252006	0	1252006	0	1252006	0	1252006	0
30	RAMESH KYMAL	1252006	144116	0	144116	0	144116	0	144116	0	144116	0	144116	0
31	ABHINAVAN JAIN	1252006	44000	0	44000	0	44000	0	44000	0	44000	0	44000	0
32	SUVARNA NANDKUMAR GOPALE	1252006	200500	0	200500	0	200500	0	200500	0	200500	0	200500	0
33	NANDKUMAR MARUTI GOPALE	1252006	298000	0	298000	0	298000	0	298000	0	298000	0	298000	0
34	SEEMA PABUWAL	1252006	350000	0	350000	0	350000	0	350000	0	350000	0	350000	0
35	MANOJKUMAR JAIN	1252006	20000	0	20000	0	20000	0	20000	0	20000	0	20000	0
36	EHAVANI CHANDRASHEKHAR POOJARI	1252006	5000000	0	5000000	0	5000000	0	5000000	0	5000000	0	5000000	0
37	MONOTYPE INDIA LIMITED	1252006	65515	0	65515	0	65515	0	65515	0	65515	0	65515	0
38	SANGEETA JAIN	1252006	1495194	0	1495194	0	1495194	0	1495194	0	1495194	0	1495194	0
39	ANIL BHOJBHATTI	1252006	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0
40	ASHIKA CREDIT CAPITAL LIMITED	1252006	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0
41	SPARKLE SECURITIES SOLUTIONS PVT LTD	1252006	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0	2000000	0
TOTAL			9252568	0	9252568	0	9252568	0	9252568	0	9252568	0	9252568	0

