

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
VALLEY MAGNESITE COMPANY LIMITED
402, MANGALAM
24/26, HEMANTA BASU SARANI
Kolkata – 700 001

Dear Sir,

1. I, Anand Khandelia, a Company Secretary in Practice (Certificate of Practice Number 5841), have been appointed as a Scrutinizer by the Board of Directors of Valley Magnesite Company Limited ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions contained in the Notice to the 27th Annual General Meeting (AGM) of the Members of the Company to be held on 29th day of September, 2015 at 10:00 A.M. at 402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata – 700 001.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 27th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the vote cast in "favour" or "against" the Resolutions stated in the AGM Notice, based on the Report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and on the physical vote.
3. Further to the above, I submit my Report on the results of the e-voting as under:
 - i. The e-voting period remained open from 26th September, 2015 (10.00 A.M.) to 28th September, 2015 (5:00 P.M.)



- ii. The Members of the Company as on the cut-off-date i.e. 22nd September, 2015 were entitled to vote on the proposed 6 (six) Resolutions (Items 1 to 6 as set out in the Notice of 27th AGM of the Company).
- iii. The votes cast were unblocked on 1st October, 2015 at 2:00 P.M. in the presence of two witnesses, Mr. Alok Sarkar and Mrs. Rinku Ghosh who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Alok

(Alok Sarkar)

Rinku Ghosh

(Rinku Ghosh)

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who vote "for"/"against" each of the resolutions were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com> and based on such generated, the result of the e-voting is as under:

Assent/Dissent	No. of Members who voted through E-voting system	No. of Members who voted through Physical/Postal system	Total of votes cast by them	% of Total number of valid votes cast	Remark
Item No. 1. Ordinary Resolution: Adoption of the Financial Statements of the Company for the financial year ended 31 st March, 2015, the Balance Sheet as at 31 st March 2015 and the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date and the Reports of the Auditors and Directors thereon					
Votes in Favour of the Resolution	6	11	793900	100.00%	Passed With requisite Majority
Votes in Against the Resolution	0	0	0	0	
Total			793900	100%	
Invalid Votes	Nil		Nil		



Assent/Dissent	No. of Members who voted through E-voting system	No. of Members who voted through Physical/Postal system	Total of votes cast by them	% of Total number of valid votes cast	Remark
----------------	--	---	-----------------------------	---------------------------------------	--------

Item No. 2. Ordinary Resolution: To declare a Dividend on Equity Shares, if any for the financial year ended 31st March, 2015

Votes in Favour of the Resolution	6	11	793900	100.00%	Passed With requisite Majority
Votes in Against the Resolution	0	0	0	0	
Total			793900	100%	
Invalid Votes	Nil			Nil	

Assent/Dissent	No. of Members who voted through E-voting system	No. of Members who voted through Physical/Postal system	Total of votes cast by them	% of Total number of valid votes cast	Remark
----------------	--	---	-----------------------------	---------------------------------------	--------

Item No. 3. Ordinary Resolution: Re-appointment of M/s A. K. Meharia & Co, Chartered Accountants as Statutory Auditors of the Company

Votes in Favour of the Resolution	6	11	793900	100.00%	Passed With requisite Majority
Votes in Against the Resolution	0	0	0	0	
Total			793900	100%	
Invalid Votes	Nil			Nil	

Assent/Dissent	No. of Members who voted through E-voting system	No. of Members who voted through Physical/Postal system	Total of votes cast by them	% of Total number of valid votes cast	Remark
----------------	--	---	-----------------------------	---------------------------------------	--------

Item No. 4. Ordinary Resolution: Appoint a Director in place of Ms Sudha Agarwalla, who retires by rotation and being eligible offers himself for re-appointment

Votes in Favour of the Resolution	6	11	793900	100.00%	Passed With requisite Majority
Votes in Against the Resolution	0	0	0	0	
Total			793900	100%	
Invalid Votes	Nil			Nil	



Assent/Dissent	No. of Members who voted through E-voting system	No. of Members who voted through Physical/Postal system	Total of votes cast by them	% of Total number of valid votes cast	Remark
----------------	--	---	-----------------------------	---------------------------------------	--------

Item No. 5. Ordinary Resolution: Appointment of Mr. Uttam Banerjee as Chief Financial Officer of the Company

Votes in Favour of the Resolution	6	11	793900	100.00%	Passed with requisite Majority
Votes in Against the Resolution	0	0	0	0	
Total			793900	100%	
Invalid Votes	Nil		Nil		

Assent/Dissent	No. of Members who voted through E-voting system	No. of Members who voted through Physical/Postal system	Total of votes cast by them	% of Total number of valid votes cast	Remark
----------------	--	---	-----------------------------	---------------------------------------	--------

Item No. 6. Ordinary Resolution: Appointment of Ms Renuka Keswani as a Secretary of the Company

Votes in Favour of the Resolution	6	11	793900	100.00%	Passed with requisite Majority
Votes in Against the Resolution	0	0	0	0	
Total			793900	100%	
Invalid Votes	Nil		Nil		

Dated 01/10/2015



Anand Khandelvia
ANAND KHANDELIA
 Company Secretaries
 C.P. NO. 5841