

ANJANA MANSETA & CO.

COMPANY SECRETARIES

REPORT OF SCRUTINIZER

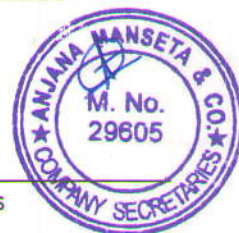
(Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 (4)(xii) of the Companies (Management and Administration)
Rules, 2014)

To,
The Chairman,
M/s Vapi Enterprise Limited

The 42nd (Forty Second) Annual General Meeting of the Equity Shareholders of **M/s VAPI ENTERPRISE LIMITED** held on 30th September, 2016 at 09:30 A.M at 117 Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400053.

Dear Sir,

1. I, Anjana Manseta, Practicing Company Secretary, at Mumbai, was appointed as Scrutinizer by the Board of Directors of **M/s VAPI ENTERPRISE LIMITED** (Formerly Known as **M/s VAPI PAPER MILLS LIMITED**) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 42nd Annual General Meeting of the Equity Shareholders of the Company held on 30th September, 2016 at 09:30 a.m. at 117, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai-400053 submit our report as under:



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2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 42nd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of ballot, at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
3. I have rendered Scrutinizers' Report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The result of the voting is as under:

a) **Resolution-1: Ordinary Resolution**

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016:



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(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	448798	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/ Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

b) **Resolution-2: Ordinary Resolution**

Appointment of a Director in place of Laxmiben J. Patel who retires by rotation and being eligible, seeks re-appointment:



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(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	448798	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/ Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

c) **Resolution-3: Ordinary Resolution**

To ratify the appointment of M/s Chirag N. Shah and Associates, Chartered Accountants (firm registration No. 118215/W) as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2016-17 on such remuneration plus applicable tax and reimbursement of expenses as may be determined by the Board of Directors and the Statutory Auditors:



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(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	448798	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/ Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

d) Resolution-4 Ordinary Resolution

To appoint Mr. Himanshu Harish Ruia (DIN: 07572617) as a regular Director of the company:



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(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	448798	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/ Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

e) **Resolution-5 Special Resolution**

To appoint Mr. Himanshu Harish Ruia (DIN: 07572617) as an Independent Director of the company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	448798	100%



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(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/ Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

f) **Resolution-6: Special Resolution**

To approve the Re-appointment of Mr. Manoj Ramanbhai Patel (DIN 00485197) as a Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	448798	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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(iii) **Invalid/ Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 42nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping

Thanking You,



Yours faithfully,

Anjana Manseta
ACS -29605
CP No. 10668
Scrutinizer

Place: Mumbai

Date : 30th SEPTEMBER, 2016