



**AGRO INDUSTRIES LTD.,**

(Formerly Vitan Departmental Stores & Industries Ltd.,)

CIN No. : L52321TN1987PLC014433

<b>Date of the GM/Declaration Postal Ballot/E-voting Results:</b>	20 <sup>th</sup> December, 2014	
<b>Total number of shareholders on record date:</b>	The Company had in its record on 07 <sup>th</sup> December, 2014- 624 Shareholders	
<b>No. of Shareholders casted there votes through Postal Ballot/ E-voting</b>	<b>Promoters &amp; Promoter group</b>	<b>Public</b>
	NIL	28
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	Not Applicable	

Detail of the Agenda:

- Resolution 1** : **Granting of powers to create charge on company's properties under section 180(1)(a) of the Companies Act, 2013**  
**Resolution requires** : **Special Resolution**

Promoter/Public	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
<b>Mode of voting: (E-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public -Institutional holders	-	-	-	-	-	-	-
Public-Others	8353565	272814	3.27	272814	-	100.00	0.00
<b>Total (A)</b>	<b>8353565</b>	<b>272814</b>	<b>3.27</b>	<b>272814</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Ballot)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	8353565	-	-	-	-	-	-
<b>Total (B)</b>	<b>8353565</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Result (A+B)</b>		<b>272814</b>	<b>3.27</b>	<b>272814</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**AGRO INDUSTRIES LTD.,**

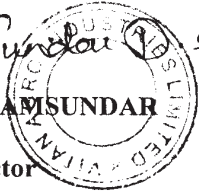
(Formerly Vitan Departmental Stores & Industries Ltd.,)  
CIN No. : L52321TN1987PLC014433

**Resolution 1** : **Granting of powers to make loans or investments and to give guarantees or to provide security under section 186 of the Companies Act, 2013**  
**Resolution requires** : **Special Resolution**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Mode of voting: (E-voting)</b>							
Promoter and Promoter Group	+	-	-	-	-	-	-
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	8353565	272814	3.27	272814	-	100.00	0.00
<b>Total (A)</b>	<b>8353565</b>	<b>272814</b>	<b>3.27</b>	<b>272814</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Ballot)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	-	-	-	-	-	-	-
Public-Others	8353565	-	-	-	-	-	-
<b>Total (B)</b>	<b>8353565</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Result (A+B)</b>		<b>272814</b>	<b>3.27</b>	<b>272814</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>

For Vitan Agro Industries Limited

*Shyam Sundar*  
DINANATH SHYAM SUNDAR  
(DIN:06428256)  
Whole Time Director



Place: Chennai  
Date: 20<sup>th</sup> December, 2014



# Vishal Garg & Associates Company Secretaries

## Report of Scrutinizer [Combined both Electronic and Physical]

[Pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**Mr. Dinanath Shyamsundar**  
**Whole-Time Director**  
**M/S. Vitan Agro Industries Limited**  
(Formerly Vitan Departmental stores & Industries Ltd.)  
B-2, Sindur Pantheon Plaza,  
346, Pantheon Road,  
Egmore, Chennai- 600 008.

Dear Sir,

We, Vishal Garg & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of the scrutinizing the **VOTING PROCESS** in a fair and transparent manner & ascertaining the requisite majority on **VOTING** carried out as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") on resolution(s) as mentioned in the Postal Ballot Notice dated, 12<sup>th</sup> November, 2014, during the Voting period from 18<sup>th</sup> November, 2014 (09.00 A.M. IST.) to 17<sup>th</sup> December 2014 (05.00 P.M. IST.).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting and Postal Ballot Voting on the resolutions contained in the Notice of Postal Ballot dated 12<sup>th</sup> November, 2014, sent to the members of the Company. My responsibility as a scrutinizer for the E-Voting and for Post Ballot Voting process is restricted to making of a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of Postal Ballot, based on the reports generated from the E-Voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide E-Voting facilities for E-Voting and duly filled in Postal Ballot Forms returned by the shareholders provided by the company.

I have issued separate Scrutinizer's Report dated 20<sup>th</sup> December, 2014 on the E-Voting and on the Postal Ballot Voting on the resolutions contained in the notice of the Postal Ballot dated 12<sup>th</sup> November, 2014. As requested by management, I submit herewith my combined report on the results of E-Voting together with that of Postal Ballot Voting as under:

1. The combined result is as under:

a) **Resolution 1 - Special Resolution for Granting of powers to create charge on Company's properties under Section 180(1)(a) of the Companies Act, 2013:**

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	28	2,72,814	100
Ballot Form	0	0	-
Total	28	2,72,814	100

(ii) Voted against the resolution:

Mode	Number of members vote	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Ballot Form	0	0	0
Total	0	0	0



# Vishal Garg & Associates Company Secretaries

(iii) Invalid Votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Ballot Form	0	0
Total	0	0

b) Resolution 2 - Special Resolution for granting of powers to make loans or investments and to give guarantees or to provide security under section 186 of the companies act, 2013:

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	28	2,72,814	100
Ballot Form	0	0	-
Total	28	2,72,814	100

(ii) Voted against the resolution:

Mode	Number of members vote	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Ballot Form	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Ballot Form	0	0
Total	0	0

2. The register, all other papers and relevant records relating voting Both through Postal Ballot and E-Voting shall remain in our safe custody until the chairman considers, approves, signs the minutes of declaration of the Postal Ballot Results and then the said register, all other papers and relevant records shall be handed over to the Mr. Dinanath Shyamsundar, Whole Time Director of the company, for safe keeping.

Place : Chennai  
Date : 20.12.2014



For VISHAL GARG & ASSOCIATES  
COMPANY SECRETARIES

*Vishal Kumar Garg*  
VISHAL KUMAR GARG  
PROPRIETOR  
ACS - 34062 COP - 13089



# Vishal Garg & Associates Company Secretaries

## Report of Scrutinizer [E-Voting]

[Pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**Mr. Dinanath Shyamsundar**  
**Whole-Time Director**  
**M/S. Vitan Agro Industries Limited**  
(Formerly Vitan Departmental stores & Industries Ltd.)  
B-2, Sindur Pantheon Plaza,  
346, Pantheon Road,  
Egmore, Chennai- 600 008.

Dear Sir,

We, Vishal Garg & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of the scrutinizing the E-Voting process in a fair and transparent manner & ascertaining the requisite majority on **E-VOTING** carried out as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") as mentioned in the Postal Ballot Notice dated, 12<sup>th</sup> November, 2014, during the E-Voting period 18<sup>th</sup> November, 2014 (09.00 A.M. IST.) to 17<sup>th</sup> December 2014 (05.00 P.M. IST.). We submit our report as under:

1. The Company has completed on 17<sup>th</sup> November, 2014 the dispatch of Postal Ballot Forms along with self-addressed postage pre-paid envelope to its members whose name(s) appears on the List of Members/List of Beneficiaries as on 07<sup>th</sup> November, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 07<sup>th</sup> November, 2014 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice of the Vitan Agro Industries Limited (Formerly Vitan Departmental stores & Industries Ltd.) dated 12<sup>th</sup> November, 2014.
3. The E-Voting period remained open from 18<sup>th</sup> November 2014 (9.00 A.M. IST.) to 17<sup>th</sup> December 2014 (5.00 P.M. IST.).
4. The votes were unblocked on 18<sup>th</sup> December, 2014 around 2.30.P.M. in the presence of two witnesses, Mr. S. Krishna Rao (106/22, Golden Flats, Mugappair, Chennai-600050) and Ms. M. Suguna (#104, D Block, M.S.Nagar, Chetpet, Chennai - 600031) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
(S Krishna Rao)

  
(M. Suguna)

5. Thereafter the details containing, inter alia, list of equity shareholders, who voted "for" and "against", were downloaded from the E-voting website of Central Depository Services Limited (<https://www.evotinginfia.com>)
6. The result of the E-Voting is as under:

1. **Resolution 1 - Special Resolution for Granting of powers to create charge on Company's properties under Section 180(1)(a) of the Companies Act, 2013:**

a) Voted in favour of the resolution:

Number of members voted.	Number of votes cast by them	% of total number of valid votes cast
28	2,72,814	100



# Vishal Garg & Associates Company Secretaries

b) Voted against the resolution:

Number of members voted.	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

c) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

2. Resolution 2 - Special Resolution for granting of powers to make loans or investments and to give guarantees or to provide security under section 186 of the companies act, 2013:

a) Voted in favour of the resolution:

Number of members voted.	Number of votes cast by them	% of total number of valid votes cast
28	2,72,814	100

b) Voted against the resolution:

Number of members voted.	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

c) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

7. The register, all other papers and relevant records relating E- Voting shall remain in our safe custody until the chairman considers, approves, signs the minutes of declaration of the Postal Ballot Results and then the said register, all other papers and relevant records shall be handed over to the Mr. Dinanath Shyamsundar, Whole-Time Director of the company, for safe keeping.

For VISHAL GARG & ASSOCIATES  
COMPANY SECRETARIES

*Vishal Kumar Garg*

VISHAL KUMAR GARG  
PROPRIETOR  
ACS - 34062 COP - 13089



Place : Chennai  
Date : 20.12.2014



# Vishal Garg & Associates Company Secretaries

## Report of Scrutinizer – [Postal Ballot Voting]

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]

To,


**Mr. Dinanath Shyamsundar**  
**Whole-Time Director**  
**M/S. Vitan Agro Industries Limited**  
(Formerly Vitan Departmental stores & Industries Ltd.)  
B-2, Sindur Pantheon Plaza,  
346, Pantheon Road,  
Egmore, Chennai- 600 008.

Dear Sir,

We, Vishal Garg & Associates, Company Secretaries, have been appointed as Scrutinizer to scrutinize the Postal Ballot voting process in a fair and transparent manner & ascertaining the requisite majority on Postal Ballot voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") on resolution(s) as mentioned in the Postal Ballot Notice dated, 12<sup>th</sup> November, 2014, during the period 18<sup>th</sup> November, 2014 (09.00 A.M. IST.) to 17<sup>th</sup> December 2014 (05.00 P.M. IST.). We submit our report as under:

1. The Company has completed on 17<sup>th</sup> November, 2014 the dispatch of Postal Ballot Forms along with self-addressed postage pre-paid envelope to its members whose name(s) appears on the List of Members/List of Beneficiaries as on 07<sup>th</sup> November, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 07<sup>th</sup> November, 2014 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice of the M/s Vitan Agro Industries Limited (Formerly Vitan Departmental stores & Industries Ltd.) dated 12<sup>th</sup> November, 2014.
3. There were no votes received through Postal Ballot Form from the shareholders till the Closing of working hrs. on 17<sup>th</sup> December 2014 (i.e., 5.00 P.M. IST).
4. Two witnesses, Mr. S Krishna Rao (106/22, Golden Flats, Mugappair, Chennai-600050) and Ms. M. Suguna (#104, D Block, M.S.Nagar, Chetpet, Chennai - 600031) who are not in the employment of the company have signed below in confirmation:

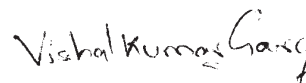
  
(S Krishna Rao)

  
(M. Suguna)

5. The register, all other papers and relevant records relating voting through Postal Ballot shall remain in our safe custody until the chairman considers, approves, signs the minutes of declaration of the Postal Ballot Results and then the said register, all other papers and relevant records shall be handed over to the Mr. Dinanath Shyamsundar, Whole-Time Director of the company, for safe keeping.



For VISHAL GARG & ASSOCIATES  
COMPANY SECRETARIES



VISHAL KUMAR GARG  
PROPRIETOR  
ACS – 34062 COP – 13089

Place : Chennai  
Date : 20.12.2014