

SHANTILAL R. SANGHAVI,
B.A.(HONS), B.COM., LL.B., FCS,
Practising Company Secretary
FCS-3021 / CP-1052

204, Sampanna Complex,
B/h Navrangpura Bus Stand,
Opp. Havmor, Navrangpura,
AHMEDABAD-380009

1ST OCTOBER, 2015

Scrutinizer's Report On e-Voting
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20[3][xi] of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman,
21st Annual General Meeting of the members Of
VIKRAM THERMO (INDIA) LIMITED,
held on Tuesday, the 29th September, 2015, at 9.00 a.m. at
THE GREEN PEARL, Opp. Satva Vikas School,
Sindhu Bhavan Road, Bodakdev,
Ahmedabad-380059

Dear Sir,

1. I, S. R. Sanghavi, a Company Secretary in Whole time practice, have been appointed by the Board of Directors of VIKRAM THERMO (INDIA) LIMITED [the Company] as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 [Act] read with Rule 20 of the Companies [Management and Administration] Rules, 2014 [Rules] on the resolutions contained in the 21st Annual General Meeting [AGM] of the members of the Company, to be held on the 29th day of September, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the Notice convening the 21st AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services [India] Limited [CDSL].
3. Further, I submit my report as under:
 - i. The e-voting period remained open from Saturday, 26th September, 2015 [9:00 a.m.] to Monday, 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 resolutions [item Nos. 1 to 6 as set out in the Notice of 21st AGM of the Company]
 - iii. The votes cast were unblocked on 28th September, 2015.(after 5.15 P.M.)



- iv. Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and based on such reports generated, the result of the e-voting is as under:

Item No. 1:

To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2015, the reports of the Board of Directors and Auditors thereon.

- [i] Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	3399375	100 %

- [ii] Voted against the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	10	0.00%

Item No. 2:

To declare a dividend on equity shares.

- [i] Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	3399375	100 %

- [ii] Voted against the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	10	0.00%

Item No. 3

To appoint a Director in place of Shri Chimanbhai K. Patel , (DIN 00044241), who retires by rotation at the AGM and being eligible has offered himself for reappointment.

- [i] Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	3399375	100 %



[ii] Voted against the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	10	0.00%

Item No. 4

To appoint M/s. B.A. Rajpara & Co., Chartered Accountants, (Firm Registration No. 108472W) as Statutory Auditors of the company.

[i] Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	3399375	100 %

[ii] Voted against the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	10	0.00%

Item No. 5

To Appoint Managing Director, Shri Dhirajlal K. Patel (DIN 00044350) for the period of three years from 26th September, 2015

[i] Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	3399375	100 %

[ii] Voted against the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	10	0.00%



Item No. 6

To Appoint Shri Chimanbhai K. Patel as an Executive Director for the period of five years from 1st August, 2015.

[i] Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
38	3399375	100 %

[ii] Voted against the resolution

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast [favour and against]
1	10	0.00%

Thanking you,

Yours faithfully,



SHANTIBHAI R. SANGHAVI
Practising Company Secretary
Membership No. FCS 3021 – CP 1052



Place: Ahmedabad

Date: 1st October, 2015