



SCRUTINIZER'S REPORT- POSTAL BALLOT

*[Pursuant to Section 109/ 110 of the Companies Act, 2013 and Rules 21(2)/22 of the
Companies (Management and Administration) Rules, 2014]*

To

The Chairman

VICTORY PAPER AND BOARDS (INDIA) LTD
KUNNAAMKULAM

Scrutinizer's Report on postal ballot voting including voting by electronic means in respect of passing of resolutions by postal ballot as per notice dated 06.12.2017.

Dear sir,

I, K P Thomas, Company Secretary in practice, have been appointed by the Board of Directors of M/s. VICTORY PAPER AND BOARDS (INDIA) LTD (the company) as scrutinizer for the purpose of scrutinizing the postal ballot voting including voting by electronic means and ascertaining the requisite majority in respect of passing of resolutions by postal ballot as per notice dated 06.12.2017 issued by the company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to passing of resolutions by postal ballot including voting by electronic means on the resolutions contained in the Notice dated 06.12.2017 to the members of the Company. My responsibility as a scrutinizer for the postal ballot voting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions



stated above, based on the reports generated from the e-voting system provided by M/s. Central Depository Services Ltd. the authorized agency to provide e-voting facilities engaged by the Company and the postal ballots received by me by post till 5.00 p.m on 15.01.2018.

Further to the above, I submit my report as under:-

1. As informed by the company :

- 1) The dispatch of notice of postal ballot to all members as on the cut-off date viz. 08.12.2017 was completed on 12.12.2017 by email to the members who had registered email ids with the company/depositories and by approved means of dispatch to the members whose holdings were in physical form.
- 2) The statutory advertisement in terms of Rule 3 of the Cos. (Management & Adm.) Rules 2014 appeared in the news papers on 13.12.2017.

2. In terms of the above notice, members were provided time to cast their votes (a) in case of physical voting by postal ballot forms so as to reach the scrutinizer up to 5.00 p.m. on 15.01.2018 and (b) in case of remote e-voting votes cast electronically on the CSDL platform up to 5.00 p m on 15.01.2018.

3. I have received 50 postal ballot forms and 3(three) members have cast their votes electronically as above.

4. Based on the scrutiny of the ballot forms received and the electronic report generated from the e-voting website of M/s. CSDL i.e www.evotingindia.com the votes cast on the resolutions are as under:

Resolution		For			Against			
Sl No.			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Alteration of main objects – Special resolution	E-Voting	3	3157535	100	-	-	-
		Ballot form	47	7560783	100	-	-	-
		Total	50	10718318	100			
2	Change of place of registered office – Special resolution	E-Voting	3	3157535	100	-	-	-
		Ballot form	45	7559083	99.978	2	1700	0.022
		Total	48	10716618	100	2	1700	0.022



3	Appointment of independent director- Ordinary resolution	E-Voting	3	3157535	100	-	-	-
		Ballot form	47	7560783	100			
		Total	50	10718318	100			
4	Appointment of Managing Director- Ordinary resolution	E-Voting	3	3157535	100	-	-	-
		Ballot form	47	7560783	100			
		Total	50	10718318	100			

Notes: (1) Invalid Votes: - (a) ballots 3 consisting of 5700 shares (b) e-voting : N.A.

(2) All the resolutions were carried with requisite majority.

(3) In the conduct of the scrutiny, the provisions of the Act, the relevant Rules there under and the applicable Secretarial Standards in respect of passing of resolutions by postal ballot are taken into account.

(4) The voting details are being emailed to you in PDF format.

(5) The electronic data and the postal ballot forms which are with me will be handed over to the chairman/authorized company official after the signing of the minutes.

Thanking you,

Yours faithfully,
K. P. THOMAS & CO.
COMPANY SECRETARIES


K. P. THOMAS, COP 8886

Name and Signature of the Scrutinizer

Place: Ernakulam

Date : 17/01/2018.

