

MAYANK ARORA & Co.

COMPANY SECRETARIES

BLDG NO. 14/A, 2ND FLOOR,
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FORM NO. MGT-13

SCRUTINIZER'S CONSOLIDATED REPORT

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

To,

The Chairman,

71st Annual General Meeting of the Equity Shareholders of

Caprihans India Limited,

held on Friday, 22nd day of September, 2017 at 11.00 A. M. at Sunville Banquets, Royal Hall, 3rd Floor, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Dear Sir,

I, Mayank Arora, Practicing Company Secretary, proprietor of M/s. Mayank Arora & Co., Company Secretaries appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers in a fair and transparent manner at the 71st Annual General Meeting of M/s. Caprihans India Limited (herein referred as "the Company"), held on Friday, 22nd day of September, 2017 at 11.00 A. M. at Sunville Banquets, Royal Hall, 3rd Floor, Middle of Worli Flyover, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the 71st Annual General Meeting dated August 04, 2017. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited and of voting through physical ballots casted by the Members present at the 71st Annual General Meeting of the Company.



I submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility for the remote e-voting to the Members of the Company from Tuesday, 19th September, 2017 at 9:00 A.M. and closed on Thursday, 21st September, 2017 at 5:00 P.M.
2. The voting rights were reckoned as on 15th September, 2017, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
3. The Company facilitated the Members present in the 71st Annual General Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 22nd September, 2017 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Ridhi Mehta and Ms. Honey Magia. Both of them are not in the employment of the Company.



Ms. Ridhi Mehta



Ms. Honey Magia

6. No poll paper was found invalid.
7. The Results of the voting are as under:



ORDINARY BUSINESS:

RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)

To consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	2751437	29.12
Voting by poll	12	6698600	70.88
Total	64	9450037	100

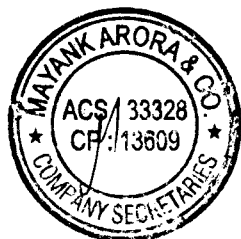
(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)

To declare a dividend on Equity Shares.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	2751437	29.12
Voting by poll	12	6698600	70.88
Total	64	9450037	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Mr. Mohan H. Bhandari (DIN: 00052777) who retires by rotation and is eligible for re-appointment.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	2751437	29.12
Voting by poll	12	6698600	70.88
Total	64	9450037	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)

Ratification of appointment of S R B C & CO LLP, Chartered Accountants (ICAI Reg. No. 324982E/E300003) as Statutory Auditors to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	2751437	29.12
Voting by poll	12	6698600	70.88
Total	64	9450037	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



SPECIAL BUSINESS:

RESOLUTION NO. 5: (AS AN ORDINARY RESOLUTION)

Ratification of remuneration payable to Cost Auditor M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No: 000030), for the financial year 2017-18.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	2751437	29.12
Voting by poll	12	6698600	70.88
Total	64	9450037	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 6: (AS AN ORDINARY RESOLUTION)

Appointment of Mr. Narendra S. Lodha (DIN: 00318630) as a Director of the Company.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	2751437	29.12
Voting by poll	12	6698600	70.88
Total	64	9450037	100

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

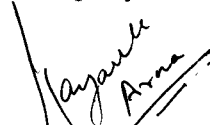
Result: Resolution passed with requisite majority



8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Managing Director authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as **Annexure 1** to this report.

Thanking You,
Yours Faithfully,

For Mayank Arora & Co.,
Company Secretaries


Mayank Arora
Proprietor

Place: Mumbai
Date: 22/09/2017

For Caprihans India Limited



Robin Banerjee
Managing Director
(DIN: 00008893)



Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 6 of the Notice of the 71st Annual General Meeting of "CAPRIHANS INDIA LIMITED" held on Friday, September 22, 2017 at 11:00 A.M:-

Resolution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Poll	Total	Remote E-voting	Poll	Total	%	Remote E-voting	Poll	Total	%
1	2751437	6698600	9450037	2751437	6698600	9450037	100	0	0	0	0
2	2751437	6698600	9450037	2751437	6698600	9450037	100	0	0	0	0
3	2751437	6698600	9450037	2751437	6698600	9450037	100	0	0	0	0
4	2751437	6698600	9450037	2751437	6698600	9450037	100	0	0	0	0
5	2751437	6698600	9450037	2751437	6698600	9450037	100	0	0	0	0
6	2751437	6698600	9450037	2751437	6698600	9450037	100	0	0	0	0

Result: All Resolutions passed with requisite majority.

For Mayank Arora & Co.,
Company Secretaries



Mayank Arora
Proprietor

Place: Mumbai
Date: 22/09/2017

For Caprihans India Limited



Robin Banerjee
Managing Director
(DIN: 00008893)

