

MAYANK ARORA & CO.

Company Secretaries

Bldg no. 14/A, 2nd Floor,
Chewul Wadi, Kolbat Lane,
Kalbadevi road, Marine Lines,
Mumbai – 400 002
India

Tel.: +91 22 49735566

+91 22 66155006

Email Id: cs@mayankarora.co.in

Website : www.mayankarora.co.in

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/Managing Director

72nd Annual General Meeting of the Equity Shareholders of

Caprihans India Limited,

held on Thursday, 20th day of September, 2018 at 3.00 P. 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 72nd Annual General Meeting of M/s. Caprihans India Limited (herein referred as "the Company"), held on Thursday, 20th day of September, 2018 at 3.00 P. 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.

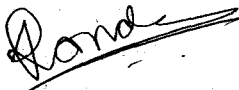
The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the 72nd Annual General Meeting dated August 08, 2018. My 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 72nd 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 Monday, 17th September, 2018 at 9:00 A.M. and closed on Wednesday, 19th September, 2018 at 5:00 P.M.
2. The voting rights were reckoned as on 13th September, 2018, 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 72nd 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 20th September, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Ruchika Konde and Ms. Kajal Khetani. Both of them are not in the employment of the Company.



Ms. Ruchika Konde



Ms. Kajal Khetani

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, 2018 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	55	9932571	100
Voting by poll	16	456	0.00
Total	71	9933027	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 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	55	9932571	100
Voting by poll	16	456	0.00
Total	71	9933027	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

M

RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Mr. Mofatraj P. Munot (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	54	9932361	100
Voting by poll	16	456	0.00
Total	70	9932817	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	1	210	0
Voting by poll	0	0	0
Total	1	210	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. 4: (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 2018-19.

(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	54	9932361	100
Voting by poll	16	456	0.00
Total	70	9932817	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	1	210	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

M

RESOLUTION NO. 5: (AS A SPECIAL RESOLUTION)

To approve re-appointment of Robin Banerjee (DIN: 00008893) as Managing Director and to approve payment of remuneration to Mr. Robin Banerjee

(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	54	9932361	100
Voting by poll	16	456	0.00
Total	70	9932817	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	1	210	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 A SPECIAL RESOLUTION)

To approve continuation of Directorship of Mr. K.V. Mani (DIN: 00533148) as Independent Director till completion of his term.

(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	54	9932361	100
Voting by poll	16	456	0.00
Total	70	9932817	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	1	210	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. 7: (AS A SPECIAL RESOLUTION)

To authorise the Board of Directors to restructure the terms of repayment of outstanding dues towards ICD, Interest accrues on ICD's and Supplies made for related party transaction.

(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	51	2750713	100
Voting by poll	16	456	0.00
Total	67	2751169	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	2	513	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

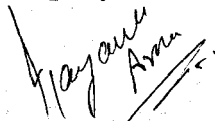
Result: Resolution passed with requisite majority



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,

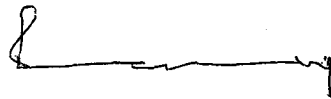
**For Mayank Arora & Co.,
Company Secretaries**



**Mayank Arora
Proprietor**

**Place: Mumbai
Date: 20/09/2018**

For Caprihans India Limited



**Robin Banerjee
Managing Director
(DIN: 00008893)**



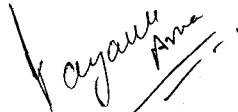
Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 7 of the Notice of the 72nd Annual General Meeting of "CAPRIHANS INDIA LIMITED" held on Thursday, September 20, 2018 at 3:00 P.M.:-

Resol ution 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	9932571	456	9933027	9932571	456	9933027	100	0	0	0	0
2	9932571	456	9933027	9932571	456	9933027	100	0	0	0	0
3	9932571	456	9933027	9932361	456	9932817	100	210	0	0	0
4	9932571	456	9933027	9932361	456	9932817	100	210	0	0	0
5	9932571	456	9933027	9932361	456	9932817	100	210	0	0	0
6	9932571	456	9933027	9932361	456	9932817	100	210	0	0	0
7	2751169	456	2751682	2750713	456	2751169	100	513	0	0	0

Result: All Resolutions passed with requisite majority.

**For Mayank Arora & Co.,
Company Secretaries**



**Mayank Arora
Proprietor**

**Place: Mumbai
Date: 20/09/2018**

For Caprihans India Limited



**Robin Banerjee
Managing Director
(DIN: 00008893)**

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