

MAYANK ARORA & CO.

Company Secretaries

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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/Managing Director

73rd Annual General Meeting of the Equity Shareholders of

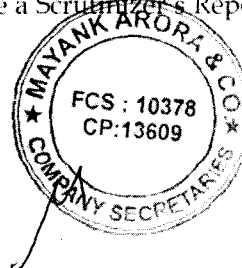
Caprihans India Limited,

held on Friday, 20th day of September, 2019 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 73rd Annual General Meeting of M/s. Caprihans India Limited (herein referred as "the Company"), held on Friday, 20th day of September, 2019 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 73rd Annual General Meeting dated August 02, 2019. 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 National Securities Depository Limited (NSDL) and of voting through physical ballots casted by the Members present at the 73rd Annual General Meeting of the Company.

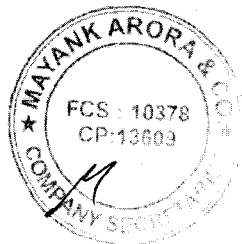
I submit my report as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the service provider. for extending the facility for the remote e-voting to the Members of the Company from Tuesday, 17th September, 2019 at 9:00 A.M. and closed on Thursday, 19th September, 2019 at 5:00 P.M.
2. The voting rights were reckoned as on 13th September, 2019, 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 73rd 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, 2019 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Nayan Sedani and Ms. Kajal Jain. Both of them are not in the employment of the Company.


Ms. Nayan Sedani


Ms. Kajal Jain

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, 2019 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 (i.e. 9897700)
Remote E-voting	32	485613	4.90%
Voting by poll	19	9412087	95.09%
Total	51	9897700	100.00%

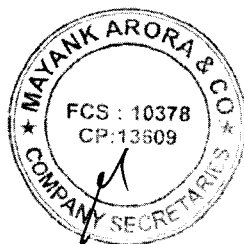
(II) Voted against the resolution:

	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 (i.e. 9897700)
Remote E-voting	32	485613	4.00%
Voting by poll	19	9412087	96.00%
Total	51	9897700	100.00%

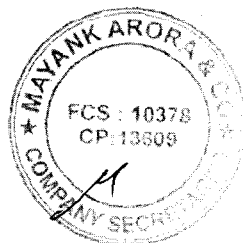
(II) Voted against the resolution:

	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. Narendra S. Lodha (DIN: 00318630) 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 (i.e. 9897700)
Remote E-voting	30	485100	4.90%
Voting by poll	19	9412087	95.10%
Total	49	9897187	100.00%

(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	2	513	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 2019-20.

(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 (i.e. 9897700)
Remote E-voting	31	485403	4.90%
Voting by poll	19	9412087	95.10%
Total	50	9897490	100.00%

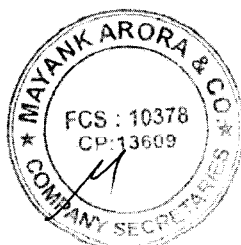
(II) Voted against the resolution:

	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



RESOLUTION NO. 5: (AS A SPECIAL RESOLUTION)

Appointment of Mrs. Ankita J. Kariya (DIN: 08292735) as a Director of the Company

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 (i.e. 9897700)
Remote E-voting	30	485100	4.90%
Voting by poll	19	9412087	95.10%
Total	49	9897187	100.00%

(I) 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	2	513	0

(II) 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)

Re-appointment of Ms. Anjali Seth (DIN: 05234352) as an Independent 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 (i.e. 9897700)
Remote E-voting	31	485403	4.90%
Voting by poll	19	9412087	95.10%
Total	50	9897490	100.00%

(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



RESOLUTION NO. 7: (AS A SPECIAL RESOLUTION)

Re-appointment of Mr. Bhoumick Vaidhya (DIN: 06543492) as an Independent 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 (i.e. 9897700)
Remote E-voting	30	485100	4.90%
Voting by poll	19	9412087	95.10%
Total	49	9897187	100.00%

(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	2	513	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. 8: (AS A SPECIAL RESOLUTION)

Re-appointment of Mr. K V Mani (DIN: 00533148) as an Independent 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 (i.e. 9897700)
Remote E-voting	30	485100	4.90%
Voting by poll	19	9412087	95.10%
Total	49	9897187	100.00%

(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	2	513	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. 9: (AS A SPECIAL RESOLUTION)

Re-appointment of Mr. Siddharth Shetye DIN: 06943119) as an Independent 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 (i.e. 9897700)
Remote E-voting	30	485100	4.90%
Voting by poll	19	9412087	95.10%
Total	49	9897187	100.00%

(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 F-voting	2	513	0
Voting by poll	0	0	0
Total	2	513	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. 10: (AS A SPECIAL RESOLUTION)

Re-appointment of Mr. Nitin Joshi (DIN: 06814444) as an Independent 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 (i.e. 9897700)
Remote E-voting	30	485100	4.90%
Voting by poll	19	9412087	95.10%
Total	49	9897187	100.00%

(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	2	513	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. 11: (AS A SPECIAL RESOLUTION)

Authorise the Board of Director to restructure the terms of repayment of outstanding Dues towards ICD, Interest accrued 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 (i.e. 2716355)
Remote E-voting	29	2080	0.08%
Voting by poll	18	2713762	99.90%
Total	47	2715842	99.98%

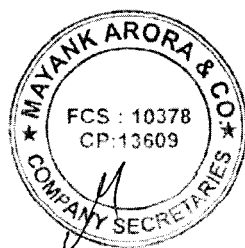
(II) Voted against the resolution:

	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	0.02
Voting by poll	0	0	0
Total	2	513	0.02

(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. 12: (AS A SPECIAL RESOLUTION)

Appointment of Mr. Chandrashekar G. Joglekar (DIN: 07265143) 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 (i.e. 9897700)
Remote E-voting	31	485403	4.90%
Voting by poll	19	9412087	95.10%
Total	50	9897490	100.00%

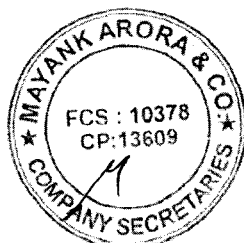
(II) Voted against the resolution:

	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



RESOLUTION NO. 13: (AS A SPECIAL RESOLUTION)

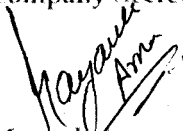
Continuation of Directorship of Mr. Mofatraj P. Munot (DIN: 00046905).

Note: Mr. Mofatraj P. Munot, informed the members of the Company that he is tendering his resignation from the Board of Directors of the Company after the conclusion of 73rd Annual General Meeting of the Company and hence, this item of business for Continuation of Directorship of Mr. Mofatraj P. Munot was not taken up for discussion and voting at the meeting, as the item of business had become infructuous.

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: 20/09/2019

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 12 of the Notice of the 73rd Annual General Meeting of "CAPRIHANS INDIA LIMITED" held on Friday, September 20, 2019 at 11:00 A.M.:-


Resolu tion No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E- voting	Poll	Total	Remot e E- voting	Poll	Total	%	Remote E- voting	Poll	Total	%
1	485613	9412087	9897700	485613	9412087	9897700	100	0	0	0	0
2	485613	9412087	9897700	485613	9412087	9897700	100	0	0	0	0
3	485613	9412087	9897700	485100	9412087	9897187	100	513	0	513	0
4	485613	9412087	9897700	485403	9412087	9897490	100	210	0	210	0
5	485613	9412087	9897700	485100	9412087	9897187	100	513	0	513	0
6	485613	9412087	9897700	485403	9412087	9897490	100	210	0	210	0
7	485613	9412087	9897700	485100	9412087	9897187	100	513	0	513	0
8	485613	9412087	9897700	485100	9412087	9897187	100	513	0	513	0
9	485613	9412087	9897700	485100	9412087	9897187	100	513	0	513	0
10	485613	9412087	9897700	485100	9412087	9897187	100	513	0	513	0
11	2593	2713762	2716355	2080	2713762	2715842	99.98	513		513	0.0 2
12	485613	9412087	9897700	485403	9412087	9897490	100	210	0	210	0

For Mayank Arora & Co.,
Company Secretaries


Mayank Arora
Proprietor

Place: Mumbai
Date: 20/09/2019

For Caprihans India Limited


Robin Banerjee
Managing Director
(DIN: 00008893)

