

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,
Caprihans India Limited,

74th Annual General Meeting of Caprihans India Limited, **held on Wednesday, 30th day of September, 2020 at 1:00 P. M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")**

Dear Sir,

1. I, Mayank Arora, Practicing Company Secretary, proprietor of M/s. Mayank Arora & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of Caprihans India Limited ("**the Company**") for the purpose of Scrutinizing the process of voting through electronic means ("**e-voting**") in a fair and transparent manner on the resolutions contained in the notice dated 02nd September, 2020 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 74th Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Wednesday, September 30, 2020 at 01:00 p.m IST through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast" in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or National Securities Depository Limited (NSDL) for my verification.

Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, September 23, 2020 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-voting process:-

- i. The remote e-voting period remained open from Sunday, September 27, 2020 (9.00 a.m. IST) to Tuesday, September 29, 2020 (5.00 p.m. IST)
- ii. The votes cast were unblocked on Wednesday, 30th September 2020 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Richa Chokhani and Ms. Kajal Khetani, who are not in the employment of the Company and/or NSDL. They have signed below in confirmation of the same.



Richa Chokhani



Kajal Khetani

- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), i.e., <https://www.evoting.nsdl.com/>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. E-voting process at the AGM:-

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company /NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
- iii The e-votes cast were unblocked on Wednesday, 30th September 2020 after the conclusion of the AGM.

8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by Link Intime, scrutinized on test check basis and relied upon by me as under:-

9. 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, 2020 and the Reports of the Board of Directors and Auditors thereon.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	61	9414730	99.99
Voting at AGM	3	108	0.00
Total	64	9414838	99.991

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	400	0.01
Voting at AGM	0	0	0
Total	1	400	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority

RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Mrs. Ankita J. Kariya (DIN: 08292735) who retires by rotation and is eligible for re-appointment.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	52	6701300	99.99
Voting at AGM	3	108	0.00
Total	55	6701408	99.99

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	2	900	0.01
Voting at AGM	0	0	0
Total	2	900	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority

RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)

To Appointment of Statutory Auditors.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	61	9414730	99.99
Voting at AGM	3	108	0.00
Total	64	9414838	99.99

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	400	0.01
Voting at AGM	0	0	0
Total	1	400	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority

SPECIAL BUSINESS:

RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)

To Ratification of remuneration of Cost Auditors.

Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	60	9414430	99.99
Voting at AGM	3	108	0.00
Total	63	9414538	99.99

(I) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	2	700	0.01
Voting at AGM	0	0	0
Total	2	700	0.01

(II) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority

RESOLUTION NO. 5: (AS A SPECIAL RESOLUTION)

To Insertion of new Object Clause in Memorandum of Association (“MOA”) of the Company.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	60	9414430	99.99
Voting at AGM	3	108	0.00
Total	63	9414538	99.99

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	2	700	0.01
Voting at AGM	0	0	0
Total	2	700	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority

10. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Pritam Paul (Company Secretary), for preserving safely after the Chairman considers, approves and signs the minutes of the AGM
11. The consolidated result of the votes cast (by Remote E-Voting and Voting at AGM) is provided as **Annexure 1** to this report.

Thanking You,
Yours Faithfully,

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

For Caprihans India Limited

**Mayank Arora
Proprietor**

**Mr. Pritam Paul
Company Secretary and Compliance Officer**

**Place: Mumbai
Date: 30/09/2020**

UDIN: F010378B000826490

Annexure - 1

Consolidated result of voting (by remote e-voting and other electronic means) for resolution numbers 1 to 5 of the Notice of the 74th Annual General Meeting of “CAPRIHANS INDIA LIMITED” held on Wednesday, September 30, 2020 at 1:00 P.M.:-

Resol ution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E- voting	Voting at AGM	Total	Remote E- voting	Voting at AGM	Total	%	Remote E- voting	Voting at AGM	Total	%
1	9415130	108	9415238	9414730	108	9414838	99.99	0	400	400	0.01
2	6702200	108	6702308	6701300	108	6701408	99.99	0	900	900	0.01
3	9415130	108	9415238	9414730	108	9414838	99.99	0	400	400	0.01
4	9414990	108	9415238	9414430	108	9414538	99.99	0	700	700	0.01
5	9415130	108	9415238	9414430	108	9414538	99.99	0	700	700	0.01

Result: All Resolutions passed with requisite majority.

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

For Caprihans India Limited

**Mayank Arora
Proprietor**

**Mr. Pritam Paul
Company Secretary and Compliance Officer**

**Place: Mumbai
Date: 30/09/2020**

UDIN: F010378B000826490