

FORM No. MGT-13
Report of Scrutinizer

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

To

The Chairman
ASPINWALL AND COMPANY LIMITED
Annual General Meeting
Held on 12th August, 2015 at Gokulam Park, Kaloor, Kochi-682017

Dear Sir,

I, N Balasubramanian, Company Secretary in practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Members of the Company, held on Wednesday the 12th day of August, 2015 at Gokulam Park, Kaloor, Kochi-682017, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company. No proxies were lodged with the Company.
3. All the poll papers were complete and no poll papers have been found defective. Votes cast by interest parties in their respective resolutions have not been counted. 13 Poll papers were deposited in the Ballot box which I have verified.
4. The result of the Poll is as under:



Resolution No. 1

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

(i)Voted in favour of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
12	12	100%

(ii)Voted against of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
-	-	-

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
-	-

Resolution 2

To declare a final dividend of ` 1.80 per equity share for the year ended March 31, 2015.

(i)Voted in favour of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
12	12	100%



(ii)Voted against of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
-	-	-

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
-	-

Resolution 3

To appoint a director in place of C.R.R.Varma, who retires by rotation and, being eligible, seeks re-appointment.

(i)Voted in favour of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
13	13	100%

(ii)Voted against of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
-	-	-

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
-	-



Resolution 4

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the shareholders at the AGM held on August 11, 2014, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as the auditors of the Company to hold office till the conclusion of the 97th AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration (plus out-of-pocket and travelling and any other expenses related thereto) payable to them for the financial year ending March 31, 2016, in consultation with the auditors."

(i)Voted in favour of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
11	11	100%

(ii)Voted against of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
1	1	100%

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
-	-



Resolution 5

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Nina Nayar, who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 11, 2014 and who holds office till the date of AGM, in terms of Section 161 of the Companies Act 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Nina Nayar as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to August 10, 2019.”

(i)Voted in favour of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
12	12	100%

(ii)Voted against of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
1	1	100%

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
-	-



Resolution 6

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules of the Companies Act, 2013, BBS & Associates who were appointed as the Cost Auditors of the Company for the financial year ended March 31, 2016, by the Board of Directors at their meeting held on May 27, 2015, be paid a remuneration Rs.1,75,000/- as audit fee (plus out of pocket expenses related thereto)." "RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as maybe deemed necessary to give effect to this resolution."

(i)Voted in favour of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
13	13	100%

(ii)Voted against of resolution

Number of persons present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid voted cast
-	-	-

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
-	-



5. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Cochin

Dated: 12.08.2015

Yours faithfully,

Name and Signature of the Scrutinizer



CS N Balasubramanian

CP No 4996



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