



**SCRUTINIZER'S REPORT**

To

The Chairman  
Chandra Prabhu International Limited  
14, Rani Jhansi Road,  
Delhi- 110055

Dear Sir,

**Sub:- Consolidated scrutinizer report on remote e-voting conducted pursuant to the provision of section 108 of companies act, 2013 read with rule 20 of the companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the 30<sup>th</sup> Annual General Meeting of Chandra Prabhu International Limited held on Tuesday, September 29, 2015 at 10.00 am.**

I, Krishna Kumar Singh, a Company Secretary in practice of M/s KKS & Associates, Company Secretaries, had been appointed as a scrutinizer by

1. i) the Board of Directors of Chandra Prabhu International Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct remote e-voting process in respect of below mentioned resolutions, as mentioned in the Notice to the 30<sup>th</sup> Annual General Meeting of Chandra Prabhu International Limited along with statement setting out material facts under Section 102 of the Companies Act 2013, which were sent to the shareholders.
  - ii) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Tuesday, September 29, 2015 at 10.00 am. at 14, Rani Jhansi Road, New Delhi-110055 at 10.00 am.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting.



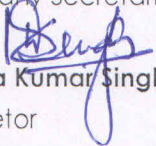
3. The shareholders of the company holding shares as on the "cut-off" date of September 22, 2015 were entitled to vote electronically on the Resolutions as contained in the Notice of the Annual General Meeting. The voting period for remote e-voting commenced on Saturday, September 26, 2015 at 9.00 am (IST) and ended on Monday, September 28, 2015 at 5.00 p.m. (IST) and NSDL e-voting platform was blocked thereafter.
4. At the 30<sup>th</sup> AGM of the Company held on Tuesday, the 29<sup>th</sup> day of the September, 2015 at 10.am. At 14, Rani Jhansi Road, New Delhi-110055, India, a Poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.
5. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
6. Thereafter votes cast under remote e-voting facility was unblocked in the presence of two (2) witnesses not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the vote cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and vote through poll.

I now submit my consolidated Scrutinizer's Report on the result of the remote e-voting and voting at the meeting in respect of the said resolutions contained in the notice to the AGM.

**For KKS & Associates**

Company Secretaries

  
Krishna Kumar Singh

Proprietor

M.no.-19375

C.PNo.-9760



Place : New Delhi

Dated : 30-September-2015



I hereby submit herewith my Consolidated scrutinizer report on the results of remote e-voting together with that of Poll as under:-

**Resolution 1 – Ordinary Resolution (Ordinary Business)**

Adoption of Audited Statement of Profit and Loss Account for the financial year ended on 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date and reports of Directors' and Auditors' thereon.

| Number of Members voted | Votes in favour of the resolution |  | Votes against the resolution |  | Invalid votes |
|-------------------------|-----------------------------------|--|------------------------------|--|---------------|
|                         | Nos.                              | % of total Number of valid votes cast in Favour of | Nos.                         | % of total number of valid votes cast in against | Nos.          |
| 46                      | 2193139                           | 100.00   | Nil                          | Nil  | Nil           |

**Resolution 2 – Ordinary Resolution (Ordinary Business)**

Approval to the Appointment of Mr. Prakash Goyal, Independent Director who retires by rotation and offered himself for re-appointment.

| Number of Members voted | Votes in favour of the resolution |   | Votes against the resolution |  | Invalid votes |
|-------------------------|-----------------------------------|---|------------------------------|--|---------------|
|                         | Nos.                              | % of total Number of valid votes cast in Favour | Nos.                         | % of total number of valid votes cast in against | Nos.          |
| 46                      | 2193139                           | 100.00  | Nil                          | Nil  | Nil           |

**Resolution 3 – Ordinary Resolution (Ordinary Business)**

Reappointment of M/s. J P S & Co., Chartered Accountants as Statutory Auditors of the Company.



*[Handwritten signature]*

| Number of Members voted | Votes in favour of the resolution |   | Votes against the resolution |  | Invalid votes |
|-------------------------|-----------------------------------|---|------------------------------|--|---------------|
|                         | Nos.                              | % of total Number of valid votes cast in Favour | Nos.                         | % of total number of valid votes cast in against | Nos.          |
| 46                      | 2193139                           | 100.00  | Nil                          | Nil  | Nil           |

**Resolution 4 – Ordinary Resolution (Special Business)**

Appointment of Mr. Jagdish Jhunjhunwala as an Independent Director of the Company .

| Number of Members voted | Votes in favour of the resolution |  | Votes against the resolution |  | Invalid votes |
|-------------------------|-----------------------------------|--|------------------------------|--|---------------|
|                         | Nos.                              | % of total Number of valid votes cast in Favour of | Nos.                         | % of total Number of valid votes cast in against | Nos.          |
| 46                      | 2193139                           | 100.00   | Nil                          | Nil  | Nil           |

**Resolution 5 – Ordinary Resolution (Special Business)**

Appointment of Mrs. Sheetal Jain as a Director of the Company of the Company.

| Number of Members voted | Votes in favour of the resolution |  | Votes against the resolution |  | Invalid votes |
|-------------------------|-----------------------------------|--|------------------------------|--|---------------|
|                         | Nos.                              | % of total Number of valid votes cast in Favour of | Nos.                         | % of total number of valid votes cast in against | Nos.          |
| 46                      | 2193139                           | 100.00   | Nil                          | Nil  | Nil           |



*[Handwritten signature]*



**Resolution 6 – Ordinary Resolution (Special Business)**

Appointment of Branch Auditors of the Company.

| Number of Members voted | Votes in favour of the resolution |  | Votes against the resolution |  | Invalid votes |
|-------------------------|-----------------------------------|--|------------------------------|--|---------------|
|                         | Nos.                              | % of total Number of valid votes cast in Favour of | Nos.                         | % of total number of valid votes cast in against | Nos.          |
| 46                      | 2193139                           | 100.00   | Nil                          | Nil  | Nil           |



*[Handwritten signature]*