

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014

June 14, 2019

To

The Chairman

ASPINWALL AND COMPANY LIMITED

BUILDING NO. 926/A1 TO A5,
DEVANKULANGARA EDAPPALLY
KOCHI KERALA- 682024

Dear Sir,

I, N. Balasubramanian, Practicing Company Secretary, the Scrutinizer appointed to the Postal Ballot process of your Company, pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, hereby report the results of the Postal Ballot including e-voting exercised by the Members in respect of the Special resolution mentioned in the Notice to the Postal Ballot dated May 09, 2019, as follows:-

- 1) The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposal through physical Postal Ballot Forms, which were required to be sent to us on or before 5:00 PM on June 13, 2019, or through e-voting facility which was kept open from May 15, 2019 (09:00 AM) to June 13, 2019 (5:00 PM).
- 2) In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility as an option to all the Members of the Company. The Company had entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. The Company had also sent Postal Ballot forms to the shareholders who have not dematted their shares held with the Company.



- 3) Particulars of all Postal Ballot Forms received from the members including details of e-voting have been entered in a register separately maintained for the Purpose.
- 4) The Postal Ballot Forms received were duly scrutinized. The report of members voting through e-voting was generated after close of working hours (5:00 PM) on June 13, 2019.
- 5) I have considered all Postal Ballot Forms received up to 5.00 P.M. on June 13, 2019, and electronic votes recorded from May 15, 2018 (09:00 AM) to June 13, 2019 (5:00 PM), being the last date and time fixed by the Company for receipt of the Forms/e-voting as available in the CDSL website, have been considered in my scrutiny.
- 6) A summary of the Postal Ballot Forms and electronic voting confirmations (e-votes) received for the following resolutions are as under

Item No. 1:

Particulars	Physical/Postal Ballot	E-voting	Total
Number of Postal Ballots/E voting received	24	6	30
Total number of votes	4461881	1998	4463879
Total number of valid votes	4461824	1611	4463435
Votes cast in favour of the Resolution	4461824	1611	4463435
Votes cast against the Resolution	7	387	394
Number of invalid Postal Ballots	50	0	50

Result:- The Resolution for is passed as a **Special Resolution** as the votes cast in favour (99.99 %) of the resolution are more than three times the number of votes cast against (0.01 %) the resolution.



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SCRUTINIZER



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