



ASPINWALL AND COMPANY LIMITED
Aspinwall House, T C No.24/2269 (7),
Kawdiar-Kuravankonam Road, Kawdiar,
Thiruvananthapuram - 695 003. India.
CIN: L74999KL1920PLC001389
Tel: +91 471 2738900
Email : trivandrum@aspinwall.in

ASP/2023/44A/14

24th March, 2023

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Dear Sir / Madam,

Sub.: Disclosure of Voting Results of Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Voting Results on the special business transacted through Postal Ballot Notice dated February 17, 2023, along with the Scrutinizer's Report on E-voting.

It may please be noted that as per the Report of the Scrutinizer dated March 23, 2023 issued by Yogindunath S, Designated Partner, BVR and Associates Company Secretaries LLP (ICSI Membership No. FCS 7865 and Certificate of practice No. 9137) the Resolutions proposed as per Postal Ballot Notice dated February 17, 2023, stand passed with requisite majority. The Resolutions are deemed to have been passed on the last date of the E-voting, i.e., on Wednesday, March 22, 2023.

The above information is also uploaded on the Company's website, www.aspinwall.in

Kindly take the above information on your records.

Thanking you,

Yours Sincerely,

For **ASPINWALL AND COMPANY LIMITED**

Neeraj
Ravindra Varma
Digitally signed by Neeraj
Ravindra Varma
Date: 2023.03.24 16:49:30
+05'30'

Neeraj R Varma
Company Secretary
FCS No.11669

SCRUTINIZER'S REPORT

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

March 23, 2023

To

The Chairman

ASPINWALL AND COMPANY LIMITED

Aspinwall House, T.C.No.24/2269 (7)
Kawdiar-Kuravankonam Road,
Kawdiar-695003

**Subject: Scrutinizer's Report on passing of Resolutions through Postal Ballot
by way of remote e-voting**

Dear Sir/ Madam,

I, Yogindunath S, Designated Partner, BVR and Associates Company Secretaries LLP, Swastika, Chitteth Building, PC Road, Ponnurunni East, Vyttila P.O, Cochin - 682019, appointed as the Scrutinizer of the Company for the purpose of conducting postal ballot process through remote e-voting exercised by the Members in respect of the resolutions mentioned in the Notice to the Postal Ballot dated February 17th, 2023, as follows:-

We report that in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), the Company has sent Postal Ballot Notice only in electronic form to those members whose e-mail addresses were registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories.



Yogindunath S

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the rules made thereunder, the MCA Circulars and Secretarial Standard – 2, the Company provided remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its members.

The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposal through remote e-voting which were required to be cast to us on or before 5:00 PM on March 22, 2023, which was kept open from February 21, 2023 (09:00 AM) to March 22, 2023 (5:00 PM).

I have unblocked the votes on 22nd March 2023 in the presence of two witnesses, who were not the employees of the Company. Name and signatures of the witnesses have been provided at the end of this report and the same is in compliance with the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014.

No person voted through E Voting are related to the resolutions against which they have casted the vote.

An extract of the Postal Ballot through Electronic voting is given below:-

Total Folios Voted: -39



Pattern of voting is given below.

Resolution No	Subject matter of Resolution	No of Votes Assenting the resolution	No of Votes Dissenting the resolution	Total
1	Re-appointment of Mr. Mahadev Lakshminarayanan (DIN: 05003710) as an Independent Director of the Company.	3397721	90528	3488249
2	Alteration of the object clause of the Memorandum of	3397726	90523	3488249



	Association of the Company.			
3	Adoption of new set of Memorandum of Association as per the provisions of the Companies Act, 2013.	3397726	90523	3488249
4	Sitting Fees payable to the Non-Executive Directors of the Company.	3397726	90523	3488249

Votes Unblocked in the presence of following witnesses:

1. Lakshmi V 
B6D, Kalpaka Gardens, Chalikavattom, Kochi-682028
2. Sithara.M 
302, Dreamflower, Casagrande, Vennala, Kochi-682028

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

YOGINDUNATH. S.
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", Chitteth Building
PC Road, Ponnuranni (E)
Vyttila P.O., Cochin - 682 019
C P No: S137, FCS 7865
LLP IN AAE-7079



CS YOGINDUNATH S
(Designated Partner)
M No: F7865 CP: 9137
UDIN: F007865D003311473



Last date of Postal Ballot	22.03.2023
Total number of Shareholders as on Cut-Off Date	4376
No. of shareholders polled:	
Promoters and Promoter Group	5
Public	34

Agenda-wise disclosure		Item No.1: Re-appointment of Mr. Mahadev Lakshminarayanan (DIN: 05003710) as an Independent Director of the Company (Passed)							
Resolution required:		Special							
Whether promoter/promoter group Are interested in the agenda/ resolution?		No							
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of votes - favour	No. of votes - against	% of votes in favour on Votes Polled	% of Votes against on Votes polled	
Promoters and Promoter Group	E-Voting	5039656	3368952	100	3368952	0	100.00	0.00	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot	0	0	0	0	0	0.00	0.00	
	Total	5039656	3368952	100	3368952	0	100.00	0.00	
Public - Institutions	E-Voting	0	0	0	0	0	0.00	0.00	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot	0	0	0	0	0	0.00	0.00	
	Total	0	0	0	0	0	0.00	0.00	
Public - Non-Institutions	E-Voting	2778632	119297	119297	28769	90528	24.12	75.88	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot	0	0	0	0	0	0.00	0.00	
	Total	2778632	119297	119297	28769	90528	24.12	75.88	
Total		7818288	3488249	100	3397721	90528	97.40	2.60	

Agenda-wise disclosure		Item No.2: Alteration of the object clause of the Memorandum of Association of the Company (Passed)							
Resolution required:		Special							
Whether promoter/promoter group Are interested in the agenda/ resolution?		No							
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of votes - favour	No. of votes - against	% of votes in favour on Votes Polled	% of Votes against on Votes polled	
Promoters and Promoter Group	E-Voting	5039656	3368952	66.85	3368952	0	0	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0.00	0	0	0	0	
	Total	5039656	3368952	66.85	3368952	0	100	0	
Public - Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public - Non-Institutions	E-Voting	2778632	119297	0	28774	90523	24.12	75.88	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0.00	0.00	
	Total	2778632	119297	0	28774	90523	24.12	75.88	
Total		7818288	3488249	100	3397726	90523	97.40	2.60	



Agenda-wise disclosure		Item No.3: Adoption of new set of Memorandum of Association as per the provisions of the Companies Act, 2013 (Pass)							
Resolution required:		Special							
Whether promoter/promoter group Are interested in the agenda/ resolution?		No							
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of votes - favour	No. of votes - against	% of votes in favour on Votes Polled	% of Votes against on Votes polled	
Promoters and Promoter Group	E-Voting	5039656	3368952	66.85	3368952	0	0	0	
	Poll	0	0	0.00	0	0	0	0	
	Postal Ballot	0	0	0.00	0	0	0	0	
	Total	5039656	3368952	66.85	3368952	0	100	0	
Public - Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public - Non-Institutions	E-Voting	2778632	119297	0	28774	90523	24.12	75.88	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot	0	0	0	0	0	0.00	0.00	
	Total	2778632	119297	0	28774	90523	24.12	75.88	
Total		7818288	3488249	100	3397726	90523	97.40	2.60	

Agenda-wise disclosure		Item No.4: Sitting Fees payable to the Non-Executive Directors of the Company.(Passed)							
Resolution required:		Ordinary							
Whether promoter/promoter group Are interested in the agenda/ resolution?		No							
Category	Mode of Voting	No. of shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of votes - favour	No. of votes - against	% of votes in favour on Votes Polled	% of Votes against on Votes polled	
Promoters and Promoter Group	E-Voting	5039656	3368952	66.85	3368952	0	0	0	
	Poll	0	0	0.00	0	0	0	0	
	Postal Ballot	0	0	0.00	0	0	0	0	
	Total	5039656	3368952	66.85	3368952	0	100	0	
Public - Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public - Non-Institutions	E-Voting	2778632	119297	0	28774	90523	24.12	75.88	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot	0	0	0	0	0	0.00	0.00	
	Total	2778632	119297	0	28774	90523	24.12	75.88	
Total		7818288	3488249	100	3397726	90523	97.40	2.60	

Mj

