Anup Kumar Palo
Cost accountant

Flat no-404, Ganga Tower
Plot no223/224, Sector-21
Kamothe
Navi Mumbai-410209

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,
Chairman & Managing Director
Atlanta Limited
101, Shree Amba Shanti Chambers,
Opp. Hotel Leela, Andheri Kurla Road,
Andheri East,
Mumbai – 400 059

Dear Sir,

I, Mr. Anup Palo, Practicing Cost Accountant, Mumbai, have been appointed as Scrutinizer for the purpose of E-Voting and physical voting process and ascertaining the voting results of the resolutions contained in the notice of 32nd Annual General Meeting (AGM) of the members of the Company held on Monday, September 28, 2015 at Vishal Hall, Hotel Highway Inn, Sir M. V. Road, Andheri Kurla Road, Andheri East, Mumbai – 400 069 at 12:00 noon.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i. e. by remote e-voting) and voting by ballot system (Insta Poll) at the AGM for the resolutions contained in the Notice to the 32nd AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i. e. by remote e-voting) and Insta Poll at the AGM is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e voting system provided by Karvy Computershare Private Limited, the agency authorised under the Rules and engaged by the Company to provide e voting facilities for voting through electronic means and insta ballot at the AGM.

We submit our report as under:

1. The remote e-voting period remained open from September 24, 2015 (09.00 a.m.) to September 27, 2015 (5.00 p.m.) both days inclusive.

2. The shareholders holding shares as on the "cut off" date September 21, 2015 were entitled to vote on the proposed resolutions.



3. The votes were unblocked in the presence of two witnesses Mr. Shashikant Desai and Ms. Priya Porwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Shashikant Desai

Name: Ms. Priya Porwal

4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited (www.evoting.karvy.com). **Annexure A**

5. At the Annual General Meeting 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.

6. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.

7. The ballot Box was opened in the presence of Mr. Shashikant Desai and Ms. Priya Porwal as witnesses after the voting process was over.

Name: Mr. Shashikant Desai

Name: Ms. Priya Porwal

8. I found 2 ballot papers invalid.

9. The consolidated results of remote e-voting as well as of the Ballot held at the aforesaid Annual General Meeting are as under:

(a) Resolution 1- Adoption of the Audited Financial Statement and Audited Consolidation Financial Statement of the Company for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors' thereon.

(i) Voted in favour of the resolution:

Type of Voting	**Number of members present and voting (in person or by proxy)**	**Number of votes cast by them**	**% of total number of valid votes cast**
E-voting	4	4315	0.01
Ballot	38	57562635	99.99
Total	42	57566950	100.00

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(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	100.00
Ballot	0	0	0.00
Total	1	11	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	1	5

(b) Resolution 2- Declaration of Dividend on preference shares

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.00
Ballot	38	57562635	100.00
Total	42	57566950	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	100.00
Ballot	0	0	0.00
Total	1	11	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	1	5

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(c) Resolution 3- Declaration of Dividend on equity shares

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	69.31
Ballot	12	1911	30.69
Total	16	6226	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	0.00
Ballot	26	57560724	99.99
Total	27	57560735	99.99

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	1	5

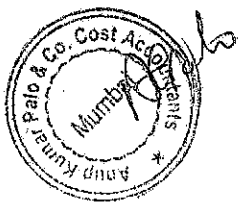
(d) Resolution 4- Appointment of Mr. Rajhoo Bbarot as director retiring by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	37	57562035	99.99
Total	41	57566350	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	100.00
Ballot	0	0	0.00
Total	1	11	100.00



(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	2	605

(e) Resolution 5- Appointment of the Auditor of the Company and fix their remuneration

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	36	57562030	99.99
Total	40	57566345	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	68.75
Ballot	1	5	31.25
Total	2	16	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	2	605

(f) Resolution 6- Appointment of Dr. (Mrs.) Jaya Balachandran as an Independent Director

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	37	57562035	99.99
Total	41	57566350	100.00



(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	1.80
Ballot	1	600	98.20
Total	2	611	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	1	5

(g) Resolution 7- Re-appointment of Mr. Rikiin Bbarot as Joint Managing Director

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	37	57562035	99.99
Total	41	57566350	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	1.80
Ballot	1	600	98.20
Total	2	611	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	1	5

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(h) Resolution 8- Ratification of remuneration of Cost Auditor for FY- 2014-15

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	36	57562030	99.99
Total	40	57566345	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	1.79
Ballot	2	605	98.21
Total	3	616	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	1	5

(i) Resolution 9- Acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	36	57562030	99.99
Total	40	57566345	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



E-voting	1	11	68.75
Ballot	1	5	31.25
Total	2	16	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	2	605

(j) Resolution 10- Contractual Services to Related Parties

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	36	57562030	99.99
Total	40	57566345	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	68.75
Ballot	1	5	31.25
Total	2	16	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	2	605

(k) Resolution 11- Material Related Party Transactions

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

E-voting	4	4315	0.01
Ballot	37	57562035	99.99
Total	41	57566350	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	100.00
Ballot	0	0	0.00
Total	1	11	100.00

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	2	605

(l) Resolution 12- Acceptance of deposits from members and/or public pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013

(i) Voted in favour of the resolution:

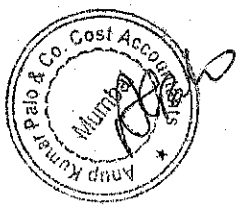
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	4315	0.01
Ballot	36	57562030	99.99
Total	40	57566345	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	11	68.75
Ballot	1	5	31.25
Total	2	16	100.00

(iii) Invalid votes:

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



E-voting	0	0
Ballot	2	605

(m) Resolution 13- Ratification of remuneration of Cost Auditor for FY- 2015-16

(i) Voted in favour of the resolution:

Type of Voting	**Number of members present and voting (in person or by proxy)**	**Number of votes cast by them**	**% of total number of valid votes cast**
E-voting	4	4315	0.01
Ballot	36	57562030	99.99
Total	40	57566345	100.00

(ii) Voted against the resolution:

Type of Voting	**Number of members present and voting (in person or by proxy)**	**Number of votes cast by them**	**% of total number of valid votes cast**
E-voting	1	11	68.75
Ballot	1	5	31.25
Total	2	16	100.00

(iii) Invalid votes:

Type of Voting	**Total numbers of members (in person or by proxy) whose votes were declared invalid**	**Total number of votes cast by them**
E-voting	0	0
Ballot	2	605

11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Dated : SEPTEMBER 29, 2015
At- MUMBAI

For ANUP KUMAR PA[illegible]
(Cost Accoun[illegible]
Anup Kumar Pa[illegible]
M - 34514
MEMBERSHIP NUMBER (34514)

Anup Kumar Pal & Co. Cost Accountants