

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

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

Dear Sir,

I, N. Balasubramanian, Designated Partner, BVR & Associates Company Secretaries LLP, Swasthika | First floor | Chiteth House | Ponnurunni east | PC road, Vyttila, Cochin-682 019, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 98th Annual General Meeting of the Members of the Company, held on Wednesday, the 1st day of August, 2018 at The Gokulam Park, Banerji Rd, Kaloor, Ernakulam, Kerala 682017-India submit my 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 box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company.
3. All the poll papers were complete except two poll papers which has been found defective. 16 Poll papers were deposited in the Ballot box among which two poll papers which has been found defective and which I have verified. In the Ballot report below votes cast by Sushil Krishnan Nair, Folio No. K00117 on Resolution Number 4 and 8 cannot be counted as he is interested in that resolution.
4. The result of the Poll is as under:

N. Balasubramanian



Resolution No. 1

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2018, Profit and Loss Account for the year ended on that date together with the Schedules and Notes thereto and the Reports of the Directors 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
14	2215376	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
2 (In Person)	37588

Resolution 2

Declaration of final dividend for the FY 2017-18.

(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
14	2215376	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
2 (In Person)	37588

Resolution 3

Re-appointment of Mr. Rama Varma, Director, who retires by rotation

(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
14	2215376	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
2 (In Person)	37588

Resolution 4

Reappointment of Vice Admiral (I.N.Retd.) Sushil Krishnan Nair (DIN: 06474901) as the Independent Director.

(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	2215346	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
2 (In person)	37618

Resolution 5

Appointment of Mr. Mahadev Lakshminarayanan(DIN:05003710) as the independent director

(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
14	2215376	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
2 (In Person)	37588

Resolution 6

Appointment of Mr.Avittam Thirunal Adithya Varma(DIN:02213375) as the Non-Executive Director

MBalaram



(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
14	2215376	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
2 (In Person)	37588

Resolution 7

Appointment of Mr. C.R.R Varma(DIN:00031924) as the Non-Executive Director

(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
14	2215376	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
0	0	0%

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
2 (In Person)	37588



Resolution 8

Sitting Fees payable to the Non –Executive Director

(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	2215346	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
0	0	0%

(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
2 (In Person)	37588

Resolution 9

Remuneration payable to M/s BBS & Associates, Cost 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
14	2215376	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
0	0	0%



(iii) Invalid Votes

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
2 (In Person)	37588

Thanking you,
Yours faithfully,

For BVR & Associates Company Secretaries LLP



CS N. BALASUBRAMANIAN
Designated Partner
Membership No. 6439
CP No: 4996

Place: Cochin
Dated: 02.08.2018



N BALASUBRAMANIAN, B.Com, LLB, FCS
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", Chitteth Building
PC Road, Ponnuruni (E)
Vyttila P.O., Cochin - 682 019
C P No: 4996, FCS 6439
LLP IN AAE-7079

CONSOLIDATED SCRUTINIZER REPORT

To,

The Chairman,
ASPINWALL AND COMPANY LIMITED
BUILDING NO. 926/A1 TO A5,
DEVANKULANGARA EDAPPALLY
KOCHI KERALA- 682024

Sub: - E - Voting Report and Ballot Report - 98th Annual General Meeting held on Wednesday, the 1st day of August, 2018 at The Gokulam Park, Banerji Rd, Kaloor, Ernakulam, Kerala 682017-India.

I, N. Balasubramanian, Designated Partner, BVR and Associates Company Secretaries LLP, Cochin appointed as scrutinizer for the purpose of electronic voting and for the poll taken in the 98th Annual General Meeting of the members of the Company held on Wednesday, the 1st day of August, 2018 at The Gokulam Park, Banerji Rd, Kaloor, Ernakulam, Kerala 682017-India, submit the Consolidated report of Electronic voting and Ballot Paper as under:-

Resolution No. 1

	No of members present and voting(in person or by proxy and e-voting)	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	20	2451791		100%
Poll	14	2215376		100%
Total	34	4667167		100%



Resolution No. 2

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	20	2451791		100%
Poll	14	2215376		100%
Total	34	4667167		100%

Resolution No. 3

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	16	12,24395		100%
Poll	14	2215376		100%
Total	30	3439771		100%

Resolution No. 4

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted



E -Voting	20	2451791		100%
Poll	13	2215346		100%
Total	33	4667137		100%

Resolution No. 5

	No of members in present and voting(in person or by proxy and e-voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	20	2451791		100%
Poll	14	2215376		100%
Total	34	4667167		100%

Resolution No. 6

	No of members in present and voting(in person or by proxy and e-voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	19	23,85901		100%
Poll	14	2215376		100%
Total	33	4601277		100%



Resolution No. 7

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	17	1253699		100%
Poll	14	2215376		100%
Total	31	3469075		100%

Resolution No. 8

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	16	1187089	720	100%
Poll	13	2215346		100%
Total	29	3402435		100%

Resolution No. 9

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	20	2451791		100%



Poll	14	2215376		100%
Total	34	4667167		100%

Based on the above voting patterns I hereby report that all the resolutions have been passed.

The separate scrutinizer reports on Electronic Voting and Ballot have been submitted to the Chairman of the Company.

For BVR & ASSOCIATES COMPANY SECRETARIES LLP

N. Balasubramanian



CS N. BALASUBRAMANIAN
Designated Partner
Membership No. 6439
CP No:4996

Date: 02.08.2018
Place: Ernakulam

N BALASUBRAMANIAN, B.Com, LLB, FCS
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", Chitteth Building
PC Road, Ponnurunni (E)
Vyttila P.O., Cochin - 682 019
C P No: 4996, FCS 6439
LLP IN AAE - 7079

To,

The Chairman

ASPINWALL AND COMPANY LIMITED

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

98th Annual General Meeting held on 1st day of August , 2018 at The Gokulam Park , Banerji Rd, Kaloor, Ernakulam, Kerala 682017-India.

Dear Sir,

Sub: Scrutinizer report on Electronic voting

I, CS N. Balasubramanian, Designated Partner, BVR & Associates Company Secretaries LLP, Swasthika | First floor | Chiteth House | Ponnurunni east |PC road,Vyttila,Cochin-682 019 ,appointed as scrutinizer for the electronic voting of resolutions mentioned in the notice calling the 98th Annual General Meeting of the Members of Aspinwall and Company Limited, submit my report as under:

1. Electronic voting remained open for the members from 29-July-2018, 09.00 AM to 31st-July -2018, 05.00 PM.
2. I have unblocked the votes on 1st August 2018 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.
3. In the e-voting result given below, votes cast by related parties have been excluded for purpose of counting the vote cast.

An extract of the Electronic voting is given below:-

N. Balasubramanian


Detailed report of the voting generated from the website is annexed with this report.

Total Folios Voted: -20

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	To receive, consider and adopt the Audited statement of Profit and Loss for the year ended 31st March 2018, and the Balance Sheet as at the date together with reports of Board of Directors and the Auditors thereon.	2451791	0	2451791
2	Declaration of final dividend for the FY 2017-18	2451791	0	2451791
3	Re-appointment of Mr. Rama Varma, Director, who retires by rotation	12,24395	0	12,24395
4	Reappointment of Vice Admiral (I.N.Retd.) Sushil Krishnan Nair (DIN: 06474901) as the Independent Director	2451791	0	2451791
5	Appointment of Mr. Mahadev Lakshminarayanan(DIN:05003710) as the independent director	2451791	0	2451791
6	Appointment of Mr.Avittam Thirunal Adithya Varma(DIN:02213375) as the Non-Executive Director	23,85901	0	23,85901
7	Appointment of Mr. C.R.R Varma(DIN:00031924) as the Non-Executive Director	1253699	0	1253699
8	Sitting Fees payable to the	1187089	720	1187809

[Handwritten signature]

[Circular stamp: BVR & ASSOCIATES COMPANY SECRETARIES LLP, COCHIN 682 019]

	Non -Executive Director			
9	Remuneration payable to M/s BBS & Associates, Cost Auditors	2451791		2451791

Votes Unblocked in the presence of following witnesses:

1. Arun. R
9/1334 C, R.G.Pai Road, Kochi-2
2. Anjana Vijayan
9/1334 C, R.G.Pai Road, Kochi-2

For BVR & Associates Company Secretaries LLP



[Handwritten Signature]

CS N. BALASUBRAMANIAN

(Designated Partner)

M No: F6439 CP: 4996

Place: Ernakulam

Date: 02/08/2018

N BALASUBRAMANIAN, B.Com, LLB, FCS
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", Chitteth Building
PC Road, Ponnurunni (E)
Vyttila P.O., Cochin - 682 019
C P No. 4996, FCS 6439
LLP IN 1AAE - 7079