

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 - 97th Annual General Meeting held on Wednesday, the 2nd day of August , 2017 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 97th Annual General Meeting of the members of the Company held on Wednesday, the 2nd day of August, 2017 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	12	23,66,281		100%
Poll	22	3,77,662		100%
Total	34	27,43,943		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	12	23,66,281		100%
Poll	22	3,77,662		100%
Total	34	27,43,943		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	10	12,05,775		100%
Poll	22	3,77,662		100%
Total	32	15,83,437		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	12	23,66,281		100%
Poll	22	377662		100%
Total	34	27,43,943		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	9	1,54,945		100%
Poll	20	311772		100%
Total	29	4,66,717		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	12	23,66,281		100%
Poll	22	377662		100%
Total	34	27,43,943		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	12	23,66,281		100%
Poll	22	377644	18	100%
Total	34	27,43,925		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

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

Date: 02.08.2017
Place: Ernakulam



N BALASUBRAMANIAN, B.Com, LLB, FCS
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", 31/1444, Lal Salam Road
Off. Convent Road, Ponnuranni
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

97th Annual General Meeting held on 2nd day of August , 2017 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, Lal Salam Road, Ponnuranni, Vytilla-682019, appointed as scrutinizer for the electronic voting of resolutions mentioned in the notice calling the 97th 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 30-July-2017, 09.00 AM to 1st-August-2017, 05.00 PM.
2. I have unblocked the votes on 1st August 2017 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 Mr. RAJARAJA VARMA CHEMPROL, Folio No. IN30189511170827, H H GOURI PARVATHI BAYI, Folio No. IN30171532043642, H H ASWATHI THIRUNAL RAMA VARMA, Folio No 1202980000395250. on Resolution Number 3 and RAMAVARMA HGHNESS HIS Folio No. 1202980000395250, GIRIJA VARMA, Folio No. IN30133021590954, H H



GOURI PARVATHI BAYI Folio No. IN30171532043642 on Resolution Number 5 cannot be counted as they are interested in that resolution.

An extract of the Electronic voting is given below:-

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

Total Folios Voted: -12

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 2017, and the Balance Sheet as at the date together with reports of Board of Directors and the Auditors thereon.	23,66,281	0	23,66,281
2	Declaration of final dividend for the FY 2016-17	23,66,281	0	23,66,281
3	Reappointment of Mr. CRR Varma , Director, who retires by rotation	12,05,775	0	12,05,775
4	Appointment of M/s BSR & Associates LLP, Chartered Accountants as statutory Auditors for a term of 5 years.	23,66,281	0	23,66,281
5	Re-appointment of Mr Rama Varma, Managing Director, for a period of 3 years	1,54,945	0	1,54,945

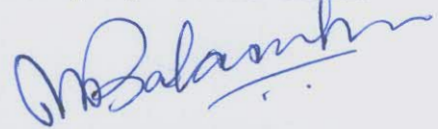


6	Regularisation of appointment of Mr. Venkitraman Anand, Executive Director	23,66,281	0	23,66,281
7	Ratification of remuneration payable to M/s BBS & Associates, Cost Auditors	23,66,281	0	23,66,281

Votes Unblocked in the presence of following witnesses:

1. Sreenivasa Bhat S
8/1643 A K Road,
Kochi-682 002
2. Arun. R
10/1631, Amman Kovil Lane
Amaravathy, Fort Kochi- 682 001

For BVR & Associates Company Secretaries LLP



CS N. BALASUBRAMANIAN

(Designated Partner)

M No: F6439 CP: 4996

Place: Ernakulam

Date: 02/08/2017



N BALASUBRAMANIAN, B.Com, LLB, FCS
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", 31/1444, Lal Salam Road
Off. Convent Road, Ponnuranni
Vyttila P.O., Cochin - 682 019
C P No: 4996, FCS 6439
LLP IN AAE - 7079

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, Lal Salam Road, Ponnuranni, Vytilla-682019, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 97th Annual General Meeting of the Members of the Company, held on Wednesday, the 2nd day of August, 2017 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 and no poll papers have been found defective. 22 Poll papers were deposited in the Ballot box which I have verified. In the Ballot report below votes cast by Gouri Lakshmi Bayi, Folio No. IN30131320745663 & 1202980000385237 on Resolution Number 5 cannot be counted as they are interested in that resolution.
4. The result of the Poll is as under:



Resolution No. 1

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2017, 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
22	377662	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
-	-

Resolution 2

Declaration of final dividend for the FY 2016-17.

(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
22	377662	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
-	-

Resolution 3

Re-appointment of Mr. CRR 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
22	377662	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
-	-

Resolution 4

Appointment of M/s BSR & Associates LLP, Chartered Accountant as statutory auditors, for a term of five years

(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
22	377662	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
-	-

Resolution 5

Re-appointment of Mr. Rama Varma, Managing Director, for a period of three years

(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
22	311772	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
-	-

Resolution 6

Regularisation of appointment of Mr. Venkitraman Anand, 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
22	377662	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
-	-

Resolution 7

Ratification of 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
21	377644	99.99%

(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
1	18	0.01%

(iii) Invalid Votes

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

Thanking you,
Yours faithfully,

For BVR & Associates Company Secretaries LLP



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

Place: Cochin
Dated: 02.08.2017



N BALASUBRAMANIAN, B.Com, LLB, FCS
Designated Partner
BVR & Associates Company Secretaries LLP
"Swastika", 31/1444, Lal Salam Road
Off. Convent Road, Ponnuranni
Vyttila P.O., Cochin - 682 019
C P No: 4996, FCS 6439
LLP IN AAF-7000