

To,

**The Chairman**

ASPINWALL AND COMPANY LIMITED

Building No: 926/ A1 TO A5, Devankulangara

Edappally- 682024

Annual General Meeting held on 12<sup>th</sup> day of August, 2015 at Gokulam Park, Kaloor,  
Kochi-682017

Dear Sir,

**Sub: Scrutinizer report on Electronic voting**

I, CS N Balasubramanian, Partner, BVR & Associates, Company Secretaries, Lal Salam Road, Ponnurunni, Vytilla-682019, appointed as scrutinizer for the Electronic Voting of resolutions mentioned in the notice calling the Annual General Meeting of the Members of ASPINWALL AND COMPANY LIMITED, held on Wednesday the 12<sup>th</sup> day of August, 2015, at Gokulam Park, Kaloor, Kochi-682017, submit our report as under:

1. Electronic voting remained open for the members from 09.08.2015, 09.00 AM to 11.08.2015, 05.00 PM.
2. I have unblocked the votes on 12<sup>th</sup> August 2015 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.



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: - 26**

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 financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.	4829250	-	4829250
2	To declare a final dividend of ` 1.80 per equity share for the year ended March 31, 2015.	4829250	-	4829250
3	To appoint a director in place of C.R.R.Varma, who retires by rotation and, being eligible, seeks re-appointment	4829250	-	4829250





4	<p>To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the shareholders at the AGM held on August 11, 2014, the appointment of Deloitte Haskins &amp; Sells, Chartered Accountants (Firm Registration No.008072S) as the auditors of the Company to hold office till the conclusion of the 97th AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration (plus out-of-pocket and travelling and any other expenses related thereto) payable to them for the financial year ending March 31, 2016, in consultation with the auditors.”</p>	4829250	-	4829250
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5	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Nina Nayar, who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 11, 2014 and who holds office till the date of AGM, in terms of Section 161 of the Companies Act 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Nina Nayar as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to August 10, 2019.”</p>	4829250	-	4829250
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6	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules of the Companies Act, 2013, BBS &amp; Associates who were appointed as the Cost Auditors of the Company for the financial year ended March 31, 2016, by the Board of Directors at their meeting held on May 27, 2015, be paid a remuneration Rs.1,75,000/- as audit fee (plus out of pocket expenses related thereto).” “RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as maybe deemed necessary to give effect to this resolution.”</p>	4829250	-	4829250
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Votes Unblocked in the presence of following witnesses

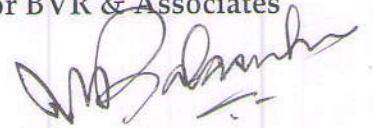
1. Rohit K Sreenath  
Surag, Saw Mill Road,  
Koorkanchery, Thrissur-680007



2. Jose Thomas Kallarackal  
Kallarackal House,  
Kanjirapally, Kottayam-686507



For BVR & Associates



CS N Balasubramanian

(Partner)

M NO : F6439 CP :4996

Place: Ernakulam

Date : 12.08.2015

N BALASUBRAMANIAN, B.Com, LLB, FCS  
Partner  
BVR & Associates, Company Secretaries  
"Swastika", 31/1444, Lal Salam Road  
Off. Convent Road, Ponnuruni  
Vytila P.O., Cochin - 682 019  
C P No: 4996

