

**GS GOPIMOHAN SATHEESAN & ASSOCIATES**  
Practicing Company Secretaries

FORM No. MGT-13  
Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
Mr. Vijay Rai  
Chairman,  
EICL Ltd

Fifty First Annual General Meeting of the Equity Shareholders of EICL Limited held at 11.00 A.M. on 15<sup>th</sup> June 2015 at its registered office at TC-79/4, Veli, Thiruvananthapuram - 695 021

Dear Sir,

I, V. Viswanathan, Partner, Gopimohan Satheesan & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer

1. for the E- voting under the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies ( Management & Administration) Rules 2014
2. for the poll under the provisions of Sec 109 of the 2013 Act read with Rule 21 of the said Rules on the resolutions, contained in the notice of the 51<sup>st</sup> Annual General Meeting of the Equity Shareholders of EICL Limited, held at 11.00 a.m on 15<sup>th</sup> June 2015 at its registered office at TC-79/4, Veli, Thiruvananthapuram - 695 021.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and the Rules relating to voting for the resolutions contained in the notice of the AGM. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated Scrutinizer's Report of the votes cast " in favour" or "against" the resolutions stated above.

2. For the conduct of the Poll a ballot box which could not be opened except by tearing the same was provided. After the Poll the same was opened in my presence and in the presence of two witnesses who were not in the employment of the company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. Thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses who are not in employment of the Company.

"Nerayana Vilas" TC 22/2237, Off Convent Road, (lane Between Holy Angels Convent & Catholic Syrian Bank & SBT Building and Opposite to Convent Play school) Thiruvandrum 695001 Phone 0471-4011565, Mobile 9446377333



3. I did not find any poll papers invalid.

4. The result of the Poll is as under:

**(1) Consider and adopt audited Financial Statement, Reports of the Board of directors and Auditors.**

(i) Voted in favour of the resolution:

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
37	45736614	100%

ii) voted against the resolution

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

iii) Invalid votes :

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid	Total number of votes cast by them
0	0

**(2) Declaration of Dividend on 11% on Preference Shares and Equity Shares.**

(i) Voted in favour of the resolution:

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
37	45736614	100%

ii) voted against the resolution

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

iii) Invalid votes :

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid.	Total number of votes cast by them
0	0

(3) Retirement of Mr. J.K. Jain from the post of Director.

(i) Voted in favour of the resolution:

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
36	45736264	100%

ii) voted against the resolution

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

iii) Invalid votes :

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid	Total number of votes cast by them
0	0





**(4) Appointment of Auditors and fixing their remuneration**

**(i) Voted in favour of the resolution:**

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
37	45733507	100%

**ii) voted against the resolution**

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

**iii) Invalid votes :**

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid	Total number of votes cast by them
0	0

**(5) Appointment of Ms. Shivpriya Nanda as an Independent Director**

**(i) Voted in favour of the resolution:**

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
35	45734114	100%

**ii) voted against the resolution**

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**(6) Appointment of Mr. T. Balakrishnan as an Independent Director**

(i) Voted in favour of the resolution:

Number of members who voted in person ( or by proxy) and e-voted.	Number of votes cast by them	% of total number of valid votes
36	45734114	99.997%

ii) voted against the resolution

Number of members who voted in person ( or by proxy) and e-voted.	Number of votes cast by them	% of total number of valid votes
1	1500	0.003%

iii) Invalid votes:

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid	Total number of votes cast by them
0	0



**(7). Appointment of Mr. Joy Kumar Jain as a Director**

(i) Voted in favour of the resolution:

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
37	45736614	100%

ii) voted against the resolution

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

iii) Invalid votes :

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid	Total number of votes cast by them
0	0

**(8) Approval of remuneration of the Cost Auditors for the financial year ended March, 31, 2016**

(i) Voted in favour of the resolution:

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
37	45736614	100%

ii) voted against the resolution

Number of members who voted in person ( or by proxy) and e-voted	Number of votes cast by them	% of total number of valid votes
0	0	0

iii) Invalid votes:

Number of members who voted in person ( or by proxy) and e-voted whose votes were declared invalid	Total number of votes cast by them
0	0

5. The compilation data containing a list of equity share holders who have voted "FOR" and "AGAINST" each resolution is enclosed . None of the votes were declared invalid for any of the resolutions.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
**V. VISWANATHAN**  
Practising Company Secretary  
CP No. 10348

Place: Trivandrum  
Dated: 17<sup>th</sup> June 2015

V. Viswanathan  
Partner

Countersigned by:  
For EICL Limited



Vijay Rai  
Chairman of A.G.M