

### Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Board of Directors  
EICL Limited  
CIN: U26939KL1963PLC002039  
TC-79/4, Veli, Thiruvananthapuram - 695 021.

Dear Sir,

I, V. Viswanathan, Partner, Gopimohan Satheesan & Associates, Practicing Company Secretaries, who has been appointed as Scrutinizer of EICL Limited ("the Company") for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolution stated in the Notice of the Postal Ballot dated 15<sup>th</sup>, January, 2018 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.
2. In accordance with the Notice of the Postal Ballot dated 15<sup>th</sup> January, 2018 dispatched to the shareholders by prescribed modes on 15<sup>th</sup> January, 2018, and in compliance with the provisions of Companies Act, 2013, the voting commenced on 17 January, 2018 at 9.00 A.M. and ended on 15 February 2018 at 5.00 P.M. for physical ballots and as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).
3. The Equity Shareholders holding shares as on 12 January, 2018, "cut of date", were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company and the authorizations/power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and no duplicate voting (i.e. on e-voting as well as by physical ballot) was found. Invalid ballots were marked and segregated and the summary results were prepared.
5. My report on the results of the voting is based on the data downloaded from the National Securities Depository Limited (NSDL) and the votes cast through physical ballot forms received respectively in respect of the resolution contained in the Notice of the Postal Ballot.
6. The result of the voting is as under:

## Resolution-1: Special Resolution

(1) Special Resolution to sell the business division of the Company located at Yamuna Nagar, Haryana, in favour of the Bluecraft Agro Private Limited ("The Purchaser") along with the assets, knowhow and employees relating thereto, by way of a slump sale on a going concern basis for lump sum consideration which shall not be less than Rs. 52.50 crore for fixed assets including Land and Building plus amount of actual Net Working Capital.

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

	Number of members	Number of votes cast in favour of resolution	% of total number of valid votes
a) Voted by physical ballot	46	46067640	99.9891
b) Voted by electronic mode	12	2035	0.0045

ii) Voted against the resolution

	Number of members	Number of votes cast against the resolution	% of total number of valid votes
a) Voted by physical ballot	2	1237	0.0026
b) Voted by electronic mode	7	1794	0.0038



iii) **Invalid** votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them .
2	21

1. Register of postal ballot and all other relevant records of voting process given/provided/maintained in a physical Register and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for safe keeping.

Thanking you,  
yours faithfully,



V. VISWANATHAN  
Practicing Company Secretary  
CP No. 10348  
V. Viswanathan  
Partner,  
Gopimohan, Satheesan and Associates,  
CP: 10348

Place: Trivandrum  
Dated: 15<sup>th</sup> February, 2018



For EICL Limited  
  
Suresh Kumar Jain  
Executive Director

**Countersigned by:**

**For EICL Limited**

For EICL Limited  
  
Shalini Chawla  
Dy. General Manager-Legal Head  
& Company Secretary

(Name)

(Designation)