

# R S M & CO.

Company Secretaries

D-63, JFF Complex, Jhandewalan, New Delhi 110055

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## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman

Cosco (India) Limited

37<sup>th</sup> Annual General Meeting of the Members of Cosco (India) Limited held on Friday, the 30<sup>th</sup> September, 2016 at 10:30 A.M. at Amitabh, E-23, Bungalow Road, Kamla Nagar, New Delhi - 110007.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 37<sup>th</sup> Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue by Ballot paper, for e voting purposes the Board of Directors of the Company engaged the services of National Securities Depository Ltd. ("NSDL").
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 23<sup>rd</sup> September 2016 were entitled to cast their votes by remote e-voting or voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on 26<sup>th</sup> September, 2016 and closed at 5.00 p.m. on 29<sup>th</sup> September, 2016 when remote e-voting was blocked by NSDL.
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on 30<sup>th</sup> September, 2016 at 12.30 P.M. in the presence of 2 (two) witnesses, Ms. Sonam Malkotia and Mr. Rajat Mishra neither of whom are in the employment of the Company.
6. Based on the reports generated from NSDL e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



**ORDINARY BUSINESS****Item No. 1- Ordinary Resolution**

FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY AS AT 31ST MARCH, 2016, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	2365609	43	674416	60	3040025	100
Voted against the resolution	0	0	0	0	0	0	0
Total	17	2365609	43	674416	60	3040025	100
Invalid Votes	NIL		NIL		NIL		

**Item No. 2 - Ordinary Resolution**

TO APPOINT A DIRECTOR IN PLACE OF MR. PANKAJ JAIN (DIN: 00190414), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	2365609	43	674416	60	3040025	100
Voted against the resolution	0	0	0	0	0	0	0
Total	17	2365609	43	674416	60	3040025	100
Invalid Votes	NIL		NIL		NIL		



**Item No. 3 - Ordinary Resolution**

TO APPOINT A DIRECTOR IN PLACE OF MR. MANISH JAIN (DIN: 00191593), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	2365609	43	674416	60	3040025	100
Voted against the resolution	0	0	0	0	0	0	0
Total	17	2365609	43	674416	60	3040025	100
Invalid Votes		NIL		NIL			NIL

**Item No. 4 - Ordinary Resolution**

FOR RATIFICATION OF APPOINTMENT OF M/S. MADAN & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 000185N), AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	2365609	43	674416	60	3040025	100
Voted against the resolution	0	0	0	0	0	0	0
Total	17	2365609	43	674416	60	3040025	100
Invalid Votes		NIL		NIL			NIL



**Item No. 5 - Ordinary Resolution**

**FOR CONFIRM THE PAYMENT OF INTERIM DIVIDEND OF R 1 PER EQUITY SHARE OF R 10 EACH DECLARED IN THE MONTH OF AUGUST, 2015 AS FINAL DIVIDEND FOR THE FINANCIAL YEAR 2015-16.**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	17	2365609	43	674416	60	3040025	100
Voted against the resolution	0	0	0	0	0	0	0
Total	17	2365609	43	674416	60	3040025	100
Invalid Votes		NIL		NIL			NIL

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you  
Yours Sincerely



**RAVI SHARMA**  
SCRUTINIZER C. P. NO. 3666  
PARTNER, RSM & CO., COMPANY SECRETARIES,  
NEW DELHI

Date : 01.10.2016  
Place : New Delhi

For Cosco (India) Limited

*Devinder & Jain*  
D.K. JAIN



Signed by Shri. DEVINDER KUMAR JAIN  
Chairman of the Meeting/Or Authorized representative of Chairman of the meeting

We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 30<sup>th</sup> September, 2016 at 12.30 P.M

*Sonam*  
Name: Ms. Sonam Malkotia  
Address: D-63, JFF Complex,  
Jhandewalan, New Delhi 110055

*Rajat Mishra*  
Name: Mr. Rajat Mishra  
Address: D-63, JFF Complex,  
Jhandewalan, New Delhi 110055