

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]

To
The Chairman
Cosco (India) Limited

39th Annual General Meeting of the Members of Cosco (India) Limited held on Saturday, the 29th September, 2018 at 10:30 A.M. at Amitabh, E-23, Bungalow Road, Kamla Nagar, New Delhi - 110007.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, Partner of M/s. RSM & Co. appointed by the Board of Directors of the Company at the meeting held on 13th August, 2018 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 39th 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, for which purpose 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. 22nd September 2018 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 25th September, 2018 and closed at 5.00 p.m. on 28th September, 2018 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 29th September, 2018 at 12.01 P.M. in the presence of 2 (two) witnesses, Mr. Naman Jain and Mr. Amit Sharma 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 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

TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 AND THE REPORTS OF THE DIRECTORS' AND THE 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	18	2366155	48	673311	66	3039466	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	18	2366155	48	673311	66	3039466	100
Invalid Votes	NIL		1		1		

Item No. 2 - Ordinary Resolution

TO RE-APPOINT MR. ARUN JAIN (DIN: 01054316), AS DIRECTOR, WHO RETIRES BY ROTATION.

	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	18	2366155	48	673311	66	3039466	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	18	2366155	48	673311	66	3039466	100
Invalid Votes	NIL		1		1		



SPECIAL BUSINESS

Item No. 3 - Special Resolution

TO RE-APPOINT SHRI DEVINDER KUMAR JAIN (DIN: 00191539) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY AS PER TERMS, CONDITIONS AND REMUNERATION SET FORTH IN THE RESOLUTION(S).

	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	18	2366155	48	673311	66	3039466	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	18	2366155	48	673311	66	3039466	100
Invalid Votes	NIL		1		1		

Item No. 4 - Special Resolution

TO RE-APPOINT SHRI NARINDER KUMAR JAIN (DIN: 00195619) AS MANAGING DIRECTOR OF THE COMPANY AS PER TERMS, CONDITIONS AND REMUNERATION SET FORTH IN THE RESOLUTION(S).

	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	18	2366155	48	673311	66	3039466	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	18	2366155	48	673311	66	3039466	100
Invalid Votes	NIL		1		1		



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.

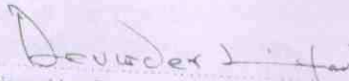
The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you
Yours Sincerely



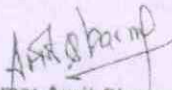
RAVI SHARMA
SCRUTINIZER C. P. NO 3666
PARTNER, RSM & CO., COMPANY SECRETARIES,
NEW DELHI

Date : 01.10.2018
Place : New Delhi

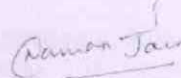


Signed by Shri Devinder Kumar Jain
Chairman of the Meeting

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 29th September, 2018 at 12.01 P.M.



Name: Amit Sharma
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055



Name: Naman Jain
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055

Voting Results for Annual General Meeting of the Company held on 29.09.2018

Date of the AGM	29.09.2018
Total number of shareholders on record date (22.09.2017)	2629
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	17
Public:	127
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	NIL
Public:	NIL

Agenda - wise disclosure

ITEM NO. 1:
To receive, considered and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2018 which includes Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement of the Company for the Year ended 31st March, 2018 and the Reports of the Directors' and the Auditors' thereon.

Resolution Required: (Ordinary/Special) :- Ordinary Resolution
Weather Promoter/ Promoter Group are Interested in the agenda/resolution? : No

Resolution No: 1	Category: Promoter/Public	Mode of Voting	Total No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes- against- (5)	% of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled
1	Promoter and Promoter Group	E-Voting	3119800	2366095	75.84	2366095	0	100	0
		Poll		670100	21.48	670100	0	100	0
		Total	3119800	3036195	97.32	3036195	0	100	0
2	Pub-Institutional Holders	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
		Poll							
		Total							
3	Public-Others	E-Voting	1041200	60	0.006	60	0	100	0
		Poll		3211	0.308	3211	0	100	0
		Total	1041200	3271	0.314	3271	0	100	0
TOTAL	TOTAL	E-Voting		2366155	56.87	2366155	0	100	0
		Poll		673311	16.18	673311	0	100	0
		Total	4161000	3039466	73.05	3039466	0	100	0



ITEM NO. 2:

To appoint a Director in Place of Mr. Arun Jain (DIN:01054316), who retires by rotation and being eligible, offers himself for Re-appointment.

Resolution Required: (Ordinary/Special) :- Ordinary Resolution

Weather Promoter/ Promoter Group are Interested in the agenda/resolution? : Yes

Resolution No: 2

Category: Promoter/Public	Mode of Voting	Total No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes- against- (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled
1 Promoter and Promoter Group	E-Voting	3119800	2366095	75.84	2366095	0	100	0
	Poll		670100	21.48	670100	0	100	0
	Total	3119800	3036195	97.32	3036195	0	100	0
2 Pub-Institutional Holders	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll							
	Total							
3 Public-Others	E-Voting	1041200	60	0.006	60	0	100	0
	Poll		3211	0.308	3211	0	100	0
	Total	1041200	3271	0.314	3271	0	100	0
TOTAL	E-Voting		2366155	56.87	2366155	0	100	0
	Poll		673311	16.18	673311	0	100	0
	Total	4161000	3039466	73.05	3039466	0	100	0



ITEM NO. 3:

To Re-Appoint Shri Devinder Kumar Jain (DIN:00191539) as Managing Director and Chief Executive Officer of the Company.

Resolution Required: (Ordinary/Special) :- Special Resolution

Weather Promoter/ Promoter Group are Interested in the agenda/resolution? : Yes

Resolution No: 2

Category: Promoter/Public	Mode of Voting	Total No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes- against- (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled
1 Promoter and Promoter Group	E-Voting	3119800	2366095	75.84	2366095	0	100	0
	Poll		670100	21.48	670100	0	100	0
	Total	3119800	3036195	97.32	3036195	0	100	0
2 Pub-Institutional Holders	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll							
	Total							
3 Public-Others	E-Voting	1041200	60	0.006	60	0	100	0
	Poll		3211	0.308	3211	0	100	0
	Total	1041200	3271	0.314	3271	0	100	0
TOTAL	E-Voting		2366155	56.87	2366155	0	100	0
	Poll		673311	16.18	673311	0	100	0
	Total	4161000	3039466	73.05	3039466	0	100	0



ITEM NO. 4:

To Re-Appoint Shri Narinder Kumar Jain (DIN:00191539) as Managing Director of the Company.

Resolution Required: (Ordinary/Special) :- Special Resolution

Weather Promoter/ Promoter Group are interested in the agenda/resolution? : Yes

Resolution No: 2

Category: Promoter/Public	Mode of Voting	Total No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes- against- (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of againt Vote Polle
1 Promoter and Promoter Group	E-Voting Poll	3119800	2366095	75.84	2366095	0	100	0
	Total	3119800	670100 3036195	21.48 97.32	670100 3036195	0	100 100	0
2 Pub-Institutional Holders	E-Voting Poll Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3 Public-Others	E-Voting Poll	1041200	60	0.006	60	0	100	0
	Total	1041200	3211 3271	0.308 0.314	3211 3271	0	100 100	0
TOTAL	E-Voting Poll Total	4161000	2366155 673311 3039466	56.87 16.18 73.05	2366155 673311 3039466	0 0 0	100 100 100	0 0 0

We hope you will find the same in order and kindly keep the same in your records.

Yours Faithfully

For Cosco (India) Limited

Devinder Kumar Jain
Managing Director and C.E.O
DIN: 00191539

