



Ragini Chokshi & Co.

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Company Secretaries

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Date : _____

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 60th Annual General Meeting (AGM) of the Equity Shareholders of MPIL CORPORATION LTD held on Friday, 09th August, 2019 at 1.30 pm at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai - 4000020.

Dear Sir,

I, Ragini Choskhi of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of MPIL CORPORATION LTD (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 60th AGM held on Friday, 09th August, 2019 at 1.30 pm at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, Churchgate, Mumbai - 4000020.

The Notice dated 30th May, 2019 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.



The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 02nd August, 2019 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

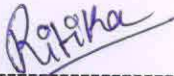
The period for remote e-voting commenced on Monday 05th August, 2019 at 10:00 a.m. and ended on Thursday 08th August, 2019 at 5:30 p.m. The CDSL e- voting platform was blocked thereafter.

After the end of the remote e-voting period, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio number and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members was not available.

Further, the Chairman announced the voting through Physical Ballot (Poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Ritika Mishra



Name: Nirali Bhanushali

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/S. **LINK INTIME INDIA PVT LTD**, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

Ritika

Name: Ritika Mishra

Nirali

Name: Nirali Bhanushali

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.

Resolution No.1: Ordinary Resolution:

To Consider and approve the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Directors and Auditors.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	10	427285	99.9943
Physical Ballot	10	24	0.0056
Total	20	427309	99.9999

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	02	02	0.0001
Physical Ballot	0	0	0
Total	02	02	0.0001



(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	04	06

Resolution No.2: Ordinary Resolution:

To declare Dividend on Equity Shares for the Financial Year ended March 31, 2019.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	10	427285	99.9943
Physical Ballot	10	24	0.0056
Total	20	427309	99.9999

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	02	02	0.0001
Physical Ballot	0	0	0
Total	02	02	0.0001

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	04	06



Resolution No.3: Ordinary Resolution:

Re-appointment of Mr. Milan Dalal (DIN: 00062453) as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	10	427285	99.9943
Physical Ballot	10	24	0.0056
Total	20	427309	99.9999

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	02	02	0.0001
Physical Ballot	0	0	0
Total	02	02	0.0001

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	04	06



Resolution No.4: Special Resolution:

Re-appointment of Mr. Prabhakar Shevade (DIN: 00843377) as an Independent Director of the Company for the second term as per the Companies Act, 2013

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	10	427285	99.9943
Physical Ballot	10	24	0.0056
Total	20	427309	99.9999

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	02	02	0.0001
Physical Ballot	0	0	0
Total	02	02	0.0001

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	04	06



All the resolutions sated above from 01 to 04 have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballof (poll) papers, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, -after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For Ragini Chokshi & Co,

Place: Mumbai

Date: 09/08/2019



R. K. Chokshi

**Ragini Chokshi
(Partner)
ICSI M. No. 2390
ICSI C.P. No. 1436**

Counter signed by

For MPIL CORPORATION LIMITED

Chairman

60th Annual General Meeting