

Kriplani Milani & Co

CHARTERED ACCOUNTANTS

Office No. 203, Mint Chambers, 45/47 Mint Road, Opp GPO, Fort, Mumbai – 400 001

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FORM No. MGT-13

Report of Scrutinizer(s)

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

To,

The Chairman,

74th Annual General Meeting of Shareholders of **Polson Ltd** held on September, 30th, 2015 at 11.30 a.m. at Chitra Kuti at Ambaghat, Vishalgad, Taluka-Shahuwadi, Dist. Kolhapur, Kolhapur-415 101.

Dear Sir,

I, Bharat Kriplani, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 74th Annual General Meeting of the Shareholders of the Company held on Wednesday, 30th September, 2015 at 11.30 a.m. at Chitra Kuti at Ambaghat, Vishalgad, Taluka-Shahuwadi, Dist. Kolhapur, Kolhapur-415 101 submit our report as under:

- a) After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was marked by identification mark placed on them.
- b) The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (**M/s. Purva Share Registry (India) Pvt Ltd**) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- c) The poll papers, which were incomplete and/or which were otherwise found defective or the member had already done the voting through E voting platform have been treated as invalid and record for the same was maintained.
- d) The result of the Poll, marked as Annexure 'A' is attached to the report.
- e) The consolidated result of Poll and E Voting, marked as Annexure 'B' is attached to the report.

Thanking you,
Yours faithfully,

Bharat RK

Bharat Kriplani
Practicing Chartered Accountant
Membership No.: 134969



Place: Mumbai

Date: 03rd October, 2015

Annexure 'A'

1. Resolution Item No. 1 : Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2015 together with the Reports of the Auditors of Directors and Board thereon.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2267	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

iii. *Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	180

2. Resolution Item No. 2 : Ordinary Resolution

To appoint a Director in place of Mr. Amol Kapadia (DIN: 01462032), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

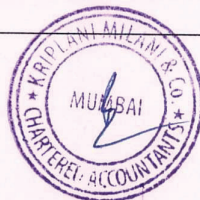
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2267	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

iii. *Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	180



3. Resolution Item No. 3 : Ordinary Resolution

To appoint Statutory Auditors to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General and fix their remuneration. The retiring Auditors M/s. A. S. Madon & Co. Offer themselves for reappointment.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2267	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

iii. *Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	180

4. Resolution Item No. 4 : Special Resolution

To adopt new set of Articles of Association of the Company.

i. Voted in favour of the resolution:

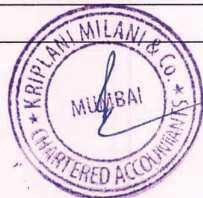
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2267	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

iii. *Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	180



5. Resolution Item No. 5 : Ordinary Resolution

To appoint Mr. Haren Sampat as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2267	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

iii. *Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	180



ANNEXURE B

VOTING RESULTS FOR RESOLUTION NO 1

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights
Total Number of Shares	10	2267	5	98024	15	100291
Invalid Votes	2	180	Nil	Nil	2	180
Valid Votes	8	2267	5	98024	13	100291

(ii) Details of Percentage of Voting

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 50 each (No. of Votes)	Percentage (%)
Assent	11	100291	83.57%
Dissent	0	0	0
Total	11	100291	83.57%

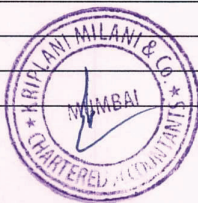
VOTING RESULTS FOR RESOLUTION NO. 2

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights
Total Number of Shares	10	2267	5	98024	15	100291
Invalid Votes	2	180	Nil	Nil	2	180
Valid Votes	8	2267	5	98024	13	100291

(ii) Details of Percentage of Voting

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 50 each (No. of Votes)	Percentage (%)
Assent	11	100291	83.57%
Dissent	0	0	0
Total	11	100291	83.57%



VOTING RESULTS FOR RESOLUTION NO. 3**(i) Details of Valid Votes**

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights
Total Number of Shares	10	2267	5	98024	15	100291
Invalid Votes	2	180	Nil	Nil	2	180
Valid Votes	8	2267	5	98024	13	100291

(ii) Details of Percentage of Voting

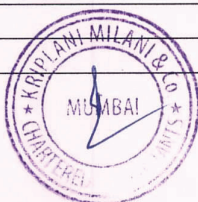
Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 50 each (No. of Votes)	Percentage (%)
Assent	11	100291	83.57%
Dissent	0	0	0
Total	11	100291	83.57%

VOTING RESULTS FOR RESOLUTION NO. 4**(i) Details of Valid Votes**

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights
Total Number of Shares	10	2267	5	98024	15	100291
Invalid Votes	2	180	Nil	Nil	2	180
Valid Votes	8	2267	5	98024	13	100291

(ii) Details of Percentage of Voting

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 50 each (No. of Votes)	Percentage (%)
Assent	11	100291	83.57%
Dissent	0	0	0
Total	11	100291	83.57%



VOTING RESULTS FOR RESOLUTION NO. 5

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights	Total Number of Shareholder	Total Voting Rights
Total Number of Shares	10	2267	5	98024	15	100291
Invalid Votes	2	180	Nil	Nil	2	180
Valid Votes	8	2267	5	98024	13	100291

(ii) Details of Percentage of Voting

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 50 each (No. of Votes)	Percentage (%)
Assent	11	100291	83.57%
Dissent	0	0	0
Total	11	100291	83.57%

