

A J & ASSOCIATES

COMPANY SECRETARIES IN WHOLETIME PRACTICE

REPORT OF SCRUTINIZER(S)

[Pursuant to rule Section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
ALFRED HERBERT (INDIA) LIMITED

Re.: 96th (Ninety-sixth) Annual General Meeting of the Equity Shareholders of Alfred Herbert India Limited held on July 22, 2016 at 10:00 A.M. at the Bengal National Chamber of Commerce & Industry Auditorium at 23, R. N. Mukherjee Road, Kolkata - 700 001.

Dear Sir,

By the Board of Directors of your company vide its resolution dated May 26, 2016, I, CS Abhijeet Jain of A J Associates, Practicing Company Secretaries, having its office at Diamond Chamber, 4, Chowringhee Lane, Block-I, 4th floor, Suite # 4M, Kolkata - 700 016, was appointed as Scrutinizer for the purpose of Scrutinizing e-voting process (remote e-voting) and voting by use of Ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Company (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 96th Annual General Meeting of the Equity Shareholders of the Company held on July 22, 2016 at 10:00 A.M. at the Bengal National Chamber of Commerce & Industry Auditorium at 23, R. N. Mukherjee Road, Kolkata - 700 001.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 96th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the report generated physically for voting by use of ballots at the meeting.

I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting and I hereby submit Consolidated Scrutinizers' Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting, as under:

1. The Equity Shareholders holding shares as on 15th July, 2016, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 96th Annual General Meeting of the Company.
2. The time fixed for closing of the remote e-voting was on 21st July, 2016 at 5 p.m.



Diamond Chambers, 4, Chowringhee Lane, Block - I, 4th Floor, Suite # 4M, Kolkata - 700 016

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3. After the time fixed for closing of the ballot voting by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations were lodged with the Company.
5. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After the closure of e-voting and conclusion of the Annual General Meeting and considering the votes casted in the AGM, we have unblocked the votes casted through remote e-voting, in the presence of two witnesses, viz., Ritesh Bengani and CS Kavita Choudhary, who are not in the employment of the Company.
7. The combined result of the voting is as under:

a) **Resolution 1:** *Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet of the company as on 31st March, 2016 including the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:*

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
16	560763	100

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	1	-

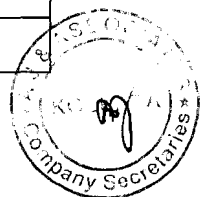
iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Resolution 2:** *Ordinary Resolution to declare of Dividend on Equity Shares:*

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
16	560763	100



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	1	-

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) **Resolution 3:** Ordinary Resolution to re-appoint Mr. Aditya Vikram Lodha (DIN: 00036158), who retires by rotation:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
16	560713	99.99

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	51	0.01

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

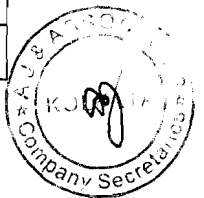
d) **Resolution 4:** Ordinary Resolution Appointment of M/s Ray & Ray, Chartered Accountants (ICAI Registration No. 301072E), as statutory auditors and fix their remuneration:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
16	560763	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	1	-



iii. **Invalid/Abstain votes:**

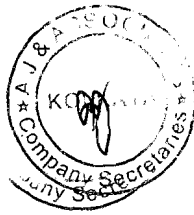
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

All relevant records of electronic and physical voting including a list of equity shareholders who voted for "FOR", "AGAINST" and those whose shares were declared invalid for each resolutions will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 96th Annual General meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,
For A J & ASSOCIATES
Company Secretaries


CS Abhijeet Jain, Prop.
Scrutinizer



M. No. : **FCS 4975**
C.P. No. : **3426**

Place : **KOLKATA**
Date : **22.07.2016**