

AMIT KUMAR
COMPANY SECRETARIES
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**CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH REMOTE E-VOTING
AND VOTING AT AGM**

(Pursuant to Section 108 & 109 of Companies Act, 2013 read with Rule 20 & 21 of Companies
(Management And Administration) Rules 2014

To

The Chairperson
Ms. Kiran Mittal

34th Annual General Meeting of the
Equity Shareholders of **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**
held on Saturday, September 24, 2016 at 11:00 A.M.
at 324A, IIIrd Floor, Aggarwal Plaza
Sector-14, Rohini, New Delhi-110085

Sub: Consolidated Scrutinizer's Report on remote e- voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended at 21st Annual General Meeting of the Company.

BACKGROUND

I, Amit Kumar, Practicing Company Secretary (Membership No. 5917), was appointed as the Scrutinizer(s) for the purpose of scrutinizing the remote e-voting pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto as well as voting conducted at the AGM pursuant to section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended thereto of the equity shareholders of **Gulmohar Investments and Holdings Limited** held on Saturday, 24th September, 2016 at 11:00 A.M. at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated 12th August, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

DATE OF DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that Company has completed the dispatch of Notice of the said AGM to the all the shareholders whose names were appearing on 12th August, 2016.



CUT-OFF DATE

The voting rights were reckoned on Saturday, 17th September, 2016 being the "Cut-off date" for the purpose of determining the entitlement of shareholders to vote on the resolutions as contained in the Notice of the Annual General Meeting through remote e-voting and voting at the AGM.

REMOTE E-VOTING

- a) The Company has provided remote e-voting facility to the shareholders present at the Annual General Meeting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enable them to cast their vote at the AGM
- b) The Remote E-Voting was open from Wednesday, September 21, 2016 at 09:00 a.m. to Friday September 23, 2016 at 05:00 p.m. and the NSDL e- voting platform was blocked thereafter.
- c) The Company has availed the e- voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e- voting to the shareholders of the Company.

VOTING AT THE AGM

- a) At the venue of the AGM, the facility to vote through poll have been provided to those members who were present at the AGM and have not exercised the option of casting their vote through E-voting.
- b) I had locked and sealed an empty polling box for voting at the AGM in the presence of members. Thereafter, members cast their votes and dropped at the polling box.
- c) After the closure of the Voting at the Annual General Meeting, the report of voting done during the meeting is generated in my presence and the voting is diligently scrutinized.

COUNTING PROCESS

- a) The locked polling box subsequently opened in my presence and in presence of two witnesses Mr. Sumant Kumar and Mr. Gyanendra Kr. Pathak and the polling papers diligently scrutinized.
- b) After counting the votes casted by the members present at the AGM, the votes cast under remote e- Voting facility were thereafter unblocked from the website of National Securities Depository Limited (NSDL) in the presence of Two witnesses Mr. Sumant Kumar and Mr. Gyanendra Kr. Pathak, who are not in the employment of the Company.
- c) Then, after scrutinizing and review, I have compiled the results of remote e-voting and voting at the AGM and the report has been prepared on the basis of details provided above.

I, now submit my Consolidated Scrutinizers' Report as under on the result of the remote e-Voting and voting at the meeting in respect of the said Resolutions.



ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

ADOPTION OF FINANCIAL STATEMENTS

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	100
Polling	07	24200	100
Total	07	24200	100

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

APPOINTMENT OF MS. KIRAN MITTAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

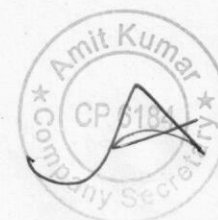
SPECIAL BUSINESS

Resolution 4: Ordinary Resolution

APPOINTMENT OF MS. PRIYANKA JINDAL (DIN: 07471560) AS DIRECTOR OF THE COMPANY.

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100



(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

APPOINTMENT OF MS. PRIYANKA JINDAL (DIN: 07471560) AS MANAGING DIRECTOR OF THE COMPANY

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	06	21100	87.19
Total	06	21100	87.19

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	01	3100	12.80
Total	01	3100	12.80

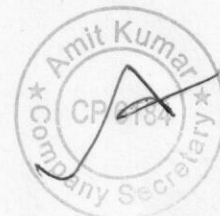
(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 6: Ordinary Resolution

APPOINTMENT OF MR. PANKAJ KAPOOR (DIN: 07501136) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Votes in favour of the resolution:



Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	06	21100	87.19
Total	06	21100	87.19

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

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	01	3100	12.80
Total	01	3100	12.80

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 7: Ordinary Resolution

APPOINTMENT OF MR. JAI BHAGWAN AGGARWAL (DIN: 07498421) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100

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

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



Resolution 8: Ordinary Resolution

APPOINTMENT OF MR. HITESH RAI MAKHIJA (DIN: 07509495) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 9: Ordinary Resolution

APPOINTMENT OF MR. PAWAN KUMAR MITTAL (DIN: 00749265) AS A DIRECTOR OF THE COMPANY.

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 10: Ordinary Resolution

APPOINTMENT OF MR. ROHIT MITTAL (DIN: 02527072) AS A DIRECTOR OF THE COMPANY.

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100

(ii) Votes against the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

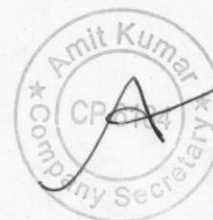
Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 11: Special Resolution

INCREASE THE LIMIT UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013

(i) Votes in favour of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	07	24200	100
Total	07	24200	100



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

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 12: Special Resolution

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

(i) Votes **in favour** of the resolution:

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	06	21100	87.19
Total	06	21100	87.19

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

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	01	3100	12.80
Total	01	3100	12.80

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Resolution 13: Special Resolution

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

(i) Votes **in favour** of the resolution:



Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	0	0	0
Polling	06	21100	87.19
Total	06	21100	87.19

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

Mode of Voting	Number of Members voted	Total Votes cast (Shares)	% of total Number of valid votes cast
E voting	NIL	NIL	NIL
Polling	01	3100	12.80
Total	01	3100	12.80

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Thanking You,

Yours faithfully,

For AMIT KUMAR
Company Secretaries



[Handwritten Signature]

Amit Kumar
Proprietor
FCS-5917
CP -6184

Date: 26/09/2016
Place: New Delhi

