

A. CHADHA & ASSOCIATES
Company Secretaries
Plot no. 52, Mohayla Colony, Sector-40 Gurgaon
011- 47340730, 0124-4041328
Email: arvindchadha@yahoo.com

REPORT OF SCRUTINIZER(S)

[Pursuant to section 108 of the companies act 2013 and rule 20(3)(xi) of the
companies (Management and Administration) Rules, 2014]

Dr L.K. Malhotra
Chairman & Managing Director
CHL Limited
Hotel The Suryaa, Community Centre
New Friends Colony, New Delhi-110025

**Reg. : 35th Annual General Meeting of the Members of CHL Limited to be held on
Monday, 29th September, 2014 at 12.30 P.M. at Hotel The Suryaa, New Friends Colony,
New Delhi-110025.**

Sub. : E-Voting Result

Dear Sir

I, **Arvind Chadha**, Proprietor of M/s A. Chadha & Associates, Company Secretaries, appointed by the Board of Directors of **CHL Limited** (the Company) as the Scrutinizer in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 35th Annual General Meeting of the company, do hereby submit my report as follows:

1. The e-voting services were provided by **Central Depository Services (India) Limited (CDSL)**.
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 22nd day of August 2014.
3. The period of e-voting started at 10:00 a.m. on Monday 22nd September, 2014 and ended at 6:00 p.m. on Wednesday 24th September 2014.
4. The votes cast were unblocked on 25th September, 2014 at 4.10 p.m. in the presence of two witnesses, Mr. Anil Kumar Mahajan and Mr. P.V. Nagarajan, both of whom are not in the employment of the company.
5. Based on the reports generated from CDSL's e-voting website www.evotingindia.com, the results of e-voting are as under:



ORDINARY BUSINESS

Resolution No. 1- Ordinary Resolution

Adoption of Annual Accounts for the Financial year ended 31st March, 2014 together with the reports of Board and Auditors thereon.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|-----------------------------|---------------------------------------|---|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Resolution No.2- Ordinary Resolution

To appoint a director in place of Mr. D.V. Malhotra, who retires by rotation and being eligible offers himself for re-appointment.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|-----------------------------|---------------------------------------|---|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Resolution No.3- Ordinary Resolution

Re-appointment of M/s G. Rai & Co., Chartered Accountants as Auditors and fixation of their remuneration.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|-----------------------------|---------------------------------------|---|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |



SPECIAL BUSINESS

Resolution No.4- Ordinary Resolution

To Appoint Mr. Lalit Bhasin as an Independent Director.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|------------------------------------|--|--|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Resolution No.5- Ordinary Resolution

To Appoint Mr. Subhash Ghai as an Independent Director.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|------------------------------------|--|--|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Resolution No.6- Ordinary Resolution

To Appoint Mr. Yash Kumar Sehgal as an Independent Director.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|------------------------------------|--|--|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |



Resolution No.7- Special Resolution

Empowering the Board of Directors for borrowing to an amount not exceeding Rs. 1000 crore and for creation of charges.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|-----------------------------|---------------------------------------|---|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Resolution No.8- Special Resolution

Empowering Board of Directors for investment not exceeding Rs. 1000 crore.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|-----------------------------|---------------------------------------|---|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Resolution No.9- Special Resolution

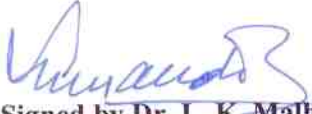
Adoption of new Articles of Association in conformity with Companies Act 2013.

| | Number of Members Who Voted | Number of Shares For Which Votes Cast | Percentage of Votes to Total Number Of Valid Votes Cast |
|-----------------------------------|-----------------------------|---------------------------------------|---|
| Voted in favour of the Resolution | 37 | 43,853,635 | 100 |
| Voted against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 |

Yours Faithfully,

**(Arvind Chadha)
M/s A. Chadha & Associates
Company Secretaries
FCS No.: F5271
CP No.: 3732**

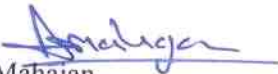



**Signed by Dr. L. K. Malhotra
Chairman of the Meeting**

**Place: New Delhi
Dated: 25.09.2014**


We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Thursday, the 25th day of September, 2014 at 4.10 P.M.

1. WITNESS


Anil Kumar Mahajan

140 B Block B Pocket V EU
Sharada Bgh
Delhi 110088

2. WITNESS


P.V. Nagarajan

45E- B-8, Mayapuri Vihar Ph.3
Delhi- 110096



A. CHADHA & ASSOCIATES
Company Secretaries
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Email: arvindchadha@yahoo.com

REPORT OF SCRUTINIZER(S)

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

Dr L.K. Malhotra
Chairman & Managing Director
CHL Limited
Hotel The Suryaa, Community Centre
New Friends Colony, New Delhi-110025

35th Annual General Meeting of the Equity Shareholders of CHL Limited Held on Monday 29th September, 2014 at 12:30 P.M.

Dear Sir,

I, **Arvind Chadha**, Proprietor of M/s A. Chadha & Associates, Company Secretaries appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions, at the 35th Annual General Meeting of the Equity Shareholders of CHL Limited, held on Monday, 29th September, 2014 at 12:30 P.M. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked 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 and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Item No. 1:

Ordinary Resolution for adoption of Annual Accounts for the financial year ended 31st March, 2014 together with the reports of Board and Auditors thereon.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid** Votes:

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|---------------------------------------|
| 0 | 0 |

Item No. 2 :

Ordinary resolution to appoint a director in place of Mr. D.V. Malhotra, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid** Votes:

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|---------------------------------------|
| 0 | 0 |



Item No. 3 :

Ordinary resolution to reappoint M/s G. Rai & Co., Chartered Accountants as Auditors and fix their remuneration.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid Votes:**

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|---------------------------------------|
| 0 | 0 |

Item No. 4:

Ordinary resolution to appoint Mr. Lalit Bhasin as an Independent Director.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid Votes:**

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|---------------------------------------|
| 0 | 0 |



Item No. 5:

Ordinary Resolution to appoint Mr. Subhash Ghai as an Independent Director.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid** Votes:

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Item No. 6:

Ordinary Resolution to appoint Mr. Yash Kumar Sehgal as an Independent Director.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid** Votes:

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



Item No. 7:

Special Resolution to empower the Board of Directors for borrowing to an amount not exceeding Rs. 1000 crore and for creation of charges.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid** Votes:

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|---------------------------------------|
| 0 | 0 |

Item No. 8:

Special Resolution for empowering Board of Directors for investment not exceeding Rs. 1000 crore.

(i) Voted **in favour/ against** of the resolution:

| Particulars | Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Votes in favour | 20 | 2469 | 100 |
| Votes against | 0 | 0 | 0 |

(ii) **Invalid** Votes:

| Total Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|---------------------------------------|
| 0 | 0 |



