

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

Consolidated Report of Scrutinizer(s)

Dr. Lalit Kumar Malhotra
Chairman
CHL Limited
Hotel The Suryaa, Community Centre
New Friends Colony, New Delhi-110025

Dear Sir,

I, **Arvind Chadha**, Proprietor of M/s A. Chadha & Associates, Company Secretaries, was appointed as Scrutinizer of M/s. CHL Limited ("**Company**") for remote e-voting ("**e-Voting**") and Ballot / Poll Voting at the 39th Annual General Meeting ("**AGM**") held on **12th August, 2019** in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Notice dated 28th May, 2019 convening the AGM along with the explanatory statement setting out material facts under Section 102 of the Companies Act 2013 ("**Act**") was sent to the shareholders in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Company has availed the remote e-voting facilities offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.

The remote e-voting period remain opened from Friday, 09th September, 2018 (10:00 A.M.) and concluded on Sunday, 11th August, 2019 (5:00 P.M.)

The shareholders holding shares as on Monday, 05th August, 2019 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the AGM of the Company.

The votes were unblocked on Tuesday, the 13th August, 2019 around 02:15 P.M. in the presence of two witnesses, Mr. Dinesh Kumar Maurya, R/o H-264 D-17, Sector-3, Rohini, New Delhi-110085, and , Mr. P. V. Nagarajan, R/o. House no. 61E, Pocket A-2, Mayur Vihar, Phase III, Delhi - 110096 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Dinesh Kumar Maurya



Name: P V Nagarajan



Further, the Chairman announced poll at the AGM for the Shareholders who have attended the meeting and have not cast their vote through e-voting.

(iii) **Invalid Votes:**

| Particular | Number of members voted | Number of votes cast by them |
|-------------------|--------------------------------|-------------------------------------|
| Poll | 0 | 0 |
| E-Voting | 0 | 0 |
| Total | 0 | 0 |

- (b) **Resolution 2 – Appointment of a Director in place of Mr. A. K. Malhotra, (DIN 00676603) who retires by rotation and being eligible, offers himself for re-appointment.**

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

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|--------------------------------|-------------------------------------|--|
| Poll | 27 | 3041 | 100 |
| E-Voting | 32 | 42767474 | 100 |
| Total | 59 | 42770515 | 100 |

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

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|--------------------------------|-------------------------------------|--|
| Poll | 1 | 25 | 100 |
| E-Voting | 0 | 0 | 100 |
| Total | 1 | 25 | 100 |

(iii) **Invalid Votes:**

| Particular | Number of members voted | Number of votes cast by them |
|-------------------|--------------------------------|-------------------------------------|
| Poll | 0 | 0 |
| E-Voting | 0 | 0 |
| Total | 0 | 0 |

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

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|--------------------------------|-------------------------------------|--|
| Poll | 1 | 25 | 100 |
| E-Voting | 0 | 0 | 100 |
| Total | 1 | 25 | 100 |

(iii) **Invalid** Votes:

| Particular | Number of members voted | Number of votes cast by them |
|-------------------|--------------------------------|-------------------------------------|
| Poll | 0 | 0 |
| E-Voting | 0 | 0 |
| Total | 0 | 0 |

(e) Resolution 5 – Re-appointment of Mr. Lalit Bhasin (DIN: 00002114) as Independent Director of the Company for a period of Five years w.e.f. 28.09.2019.

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

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|--------------------------------|-------------------------------------|--|
| Poll | 27 | 3041 | 100 |
| E-Voting | 32 | 42767474 | 100 |
| Total | 59 | 42770515 | 100 |

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

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|--------------------------------|-------------------------------------|--|
| Poll | 1 | 25 | 100 |
| E-Voting | 0 | 0 | 100 |
| Total | 1 | 25 | 100 |

(g) Resolution 7 – Re-appointment of Mr. Yash Kumar Sehgal (DIN: 03641168) as Independent Director of the Company for a period of Five years w.e.f. 28.09.2019.

(i) Voted in favour of the resolution:

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------|-------------------------|------------------------------|---------------------------------------|
| Poll | 27 | 3041 | 100 |
| E-Voting | 32 | 42767474 | 100 |
| Total | 59 | 42770515 | 100 |

(ii) Voted against the resolution:

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------|-------------------------|------------------------------|---------------------------------------|
| Poll | 1 | 25 | 100 |
| E-Voting | 0 | 0 | 100 |
| Total | 1 | 25 | 100 |

(iii) Invalid Votes:

| Particular | Number of members voted | Number of votes cast by them |
|--------------|-------------------------|------------------------------|
| Poll | 0 | 0 |
| E-Voting | 0 | 0 |
| Total | 0 | 0 |

(h) Resolution 8 – Continuation of holding of the office of Independent Director by Mr. Ramesh Chandra Sharma (DIN: 00023274) till the end of his tenure 17.09.2020.

(i) Voted in favour of the resolution:

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------|-------------------------|------------------------------|---------------------------------------|
| Poll | 27 | 3041 | 100 |
| E-Voting | 32 | 42767474 | 100 |
| Total | 59 | 42770515 | 100 |

(iii) Invalid Votes:

| Particular | Number of members voted | Number of votes cast by them |
|------------|-------------------------|------------------------------|
| Poll | 0 | 0 |
| E-Voting | 0 | 0 |
| Total | 0 | 0 |

(j) Resolution 10 – Change of Designation and re-appointment of Mr. Luv Malhotra (DIN: 00030477) as Managing Director of Company for a period of three years w.e.f. 22. 09.2019 to 21.09.2022 and his remuneration.

(i) Voted in favour of the resolution:

| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------|-------------------------|------------------------------|---------------------------------------|
| Poll | 27 | 3041 | 100 |
| E-Voting | 32 | 42767474 | 100 |
| Total | 59 | 42770515 | 100 |

(ii) Voted against the resolution:


| Particular | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------|-------------------------|------------------------------|---------------------------------------|
| Poll | 1 | 25 | 100 |
| E-Voting | 0 | 0 | 100 |
| Total | 1 | 25 | 100 |

(iii) Invalid Votes:

| Particular | Number of members voted | Number of votes cast by them |
|------------|-------------------------|------------------------------|
| Poll | 0 | 0 |
| E-Voting | 0 | 0 |
| Total | 0 | 0 |

2. You may accordingly declare the result of the voting by Physical and Electronically. The Consolidated report and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully,



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



Signed by Dr. Lalit Kumar. Malhotra
Chairman of the Meeting



Place: New Delhi
Dated: 13.08.2019



CHL LIMITED

New Friends Colony, New Delhi 110 025

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The Shareholders
CHL Limited,
Hotel The Suryaa,
New Friends Colony,
New Delhi - 110025

Dated: 14.08.2019

Sub: Declaration of Results of remote e-voting and poll for the 40th Annual General Meeting of the Company held on 12th August, 2019
(reference Notice dated 28th May, 2019)

| S. No. | Details of Agenda | Resolution | No. of votes cast | No. of votes cast in favour | No. of votes cast against | Invalid votes | Resolution passed or not |
|--------|---|------------|-------------------|-----------------------------|---------------------------|---------------|--------------------------|
| 1. | To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the year ended 31 March, 2019 together with the Reports of the Directors and the Auditors thereon; and (b)The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2019 and the Reports of the Auditors thereon. | Ordinary | 42770540 | 42770515 | 25 | - | Passed |



The Suryaa New Delhi
(A Unit of CHL Ltd.)
ISO 22000:2005 & 14000 CERTIFIED
www.thesuryaa.com
Email : chl@chl.co.in
CIN : L55101DL1979PLC009498



| | | | | | | | |
|----|--|----------|----------|----------|----|---|--------|
| 2. | Appointment of a Director in place of Mr. Ashok Kumar Malhotra, (DIN 00676603) who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary | 42770540 | 42770515 | 25 | - | Passed |
| 3. | Appointment of a Director in place of Ms. Kajal Malhotra, (DIN: 01319170) who retires by rotation and being eligible, offers herself for re-appointment. | Ordinary | 42770540 | 42770515 | 25 | - | Passed |
| 4. | Appointment of M/s DGA & Co. Chartered Accountant, New Delhi as Statutory Auditors and fixation of remuneration from the conclusion of 40 th Annual General Meeting till the conclusion of 43 rd Annual General Meeting. | Ordinary | 42770540 | 42770515 | 25 | - | Passed |
| 5. | Re-appointment of Mr. Lalit Bhasin (DIN: 00002114) as Independent Director of the Company for a period of Five years w.e.f. 28.09.2019. | Special | 42770540 | 42770515 | 25 | - | Passed |
| 6. | Re-appointment of Mr. Subhash Ghai (DIN: 00019803) as Independent Director of the Company for a period of Five years w.e.f. 28.09.2019. | Special | 42770540 | 42770515 | 25 | - | Passed |



| | | | | | | | |
|-----|---|----------|----------|----------|----|---|--------|
| 7. | Re-appointment of Mr. Yash Kumar Sehgal (DIN: 03641168) as Independent Director of the Company for a period of Five years w.e.f. 28.09.2019. | Special | 42770540 | 42770515 | 25 | - | Passed |
| 8. | Continuation of holding of the office of Independent Director by Mr. Ramesh Chandra Sharma (DIN: 00023274) till the end of his tenure 17.09.2020. | Special | 42770540 | 42770515 | 25 | - | Passed |
| 9. | Re-appointment of Mr. Gagan Malhotra (DIN: 00422762) as Executive Director for a period of 3 years from 01.04.2019 to 31.03.2022 and his remuneration. | Ordinary | 42770540 | 42770515 | 25 | - | Passed |
| 10. | Change of Designation and re-appointment of Mr. Luv Malhotra (DIN: 00030477) as Managing Director of Company for a period of three years w.e.f. 22. 09.2019 to 21.09.2022 and his remuneration. | Ordinary | 42770540 | 42770515 | 25 | - | Passed |
| 11. | Change of Designation of Dr. Lalit Kumar Malhotra (DIN: 00213086) as Executive Chairman of the Company till the end of his tenure 14.07.2021. | Special | 42770540 | 42770515 | 25 | - | Passed |



Mr. Arvind Chadha, proprietor of M/s A. Chadha & Associates, Company Secretaries appointed as the Scrutinizer for conducting the remote e-voting and polling process for the 40th Annual General Meeting, has submitted their consolidated scrutinizer's report and the same has been countersigned by me (copy enclosed).

This is for your information.

**For and on behalf of
CHL Limited**



**Dr. L. K. Malhotra
Chairman
DIN: 00213086**

