

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. L.K. Malhotra
Chairman & Managing Director
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 38th Annual General Meeting ("**AGM**") held on **18th September, 2017** in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Notice dated 4th August, 2017 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, 15th September, 2017 (10:00 A.M.) and ended on Sunday, 17th September, 2017 (5:00 P.M.)

The shareholders holding shares as on Tuesday, 12th September, 2017 (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 Monday, the 18th September, 2017 around 02:00 P.M. in the presence of two witnesses, Ms. Rajni Shoun , R/o E-412, West Vinod Nagar, Delhi - 110092, and , Mr. P. V. Nagarajan, R/o. Pocket B-8, House No. 45E, 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: Rajni Shoun



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.

After the time fixed for closing of the poll by the Chairman i.e. between 12:30 p.m. to 12:45 p.m., ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. Beetal Financial & Computer Services Private Limited, Registrar and Transfer Agent of the Company and the authorization/proxies lodged with the Company. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Based on the reports generated from CDSL's e-voting website www.evotingindia.com, the results of e-voting are taken into account.

1. The result of the poll as well as e-voting are as under:

- (a) **Resolution 1- Adoption of Audited Financial Statements (including consolidated Financial Statements) of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.**

(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	35	3916	100
E-Voting	34	44223945	100
Total	69	44227861	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	0	0	0
E-Voting	0	0	0
Total	0	0	0

(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	35	3916	100
E-Voting	34	44223945	100
Total	69	44227861	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	0	0	0
E-Voting	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

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

(c) **Resolution 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.**

(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	35	3916	100
E-Voting	34	44223945	100
Total	69	44227861	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	0	0	0
E-Voting	0	0	0
Total	0	0	0

(iii) **Invalid** Votes:

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

(d) **Resolution 4 - Cessation of M/s G. rai & Co., Chartered Accountants, New Delhi as statutory auditor of the company from the conclusion of the 38th Annual General Meeting and appointment of M/s DGA & Co., Chartered Accountant, New Delhi as a Statutory Auditors and fixation of 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	35	3616	100
E-Voting	34	44223945	100
Total	69	44227561	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	3	300	100
E-Voting	3	0	100
Total	3	300	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. Luv Malhotra, Joint Managing Director and fixation/increase of remuneration thereof.

(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	35	3616	100
E-Voting	34	44223945	100
Total	69	44227561	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	3	300	100
E-Voting	3	0	100
Total	3	300	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

(f) Resolution 6 – Fixation/Increase of Remuneration of Mr. Gagan Malhotra, Executive Director

(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	35	3916	100
E-Voting	34	44223945	100
Total	69	44227861	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	0	0	0
E-Voting	0	0	0
Total	0	0	0

(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

Place: New Delhi
Dated: 19.09.2017



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