

**A. CHADHA & ASSOCIATES**  
Company Secretaries  
Plot no. 52, Mohayla Colony, Sector-40 Gurgaon  
011- 47340730, 0124-4041328  
Email: [arvindchadha@yahoo.com](mailto: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. : 35<sup>th</sup> Annual General Meeting of the Members of CHL Limited to be held on  
Monday, 29<sup>th</sup> 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 35<sup>th</sup> 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 22<sup>nd</sup> day of August 2014.
3. The period of e-voting started at 10:00 a.m. on Monday 22<sup>nd</sup> September, 2014 and ended at 6:00 p.m. on Wednesday 24<sup>th</sup> September 2014.
4. The votes cast were unblocked on 25<sup>th</sup> 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](http://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 31<sup>st</sup> 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.**

	<b>Number of Members Who Voted</b>	<b>Number of Shares For Which Votes Cast</b>	<b>Percentage of Votes to Total Number Of Valid Votes Cast</b>
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.**

	<b>Number of Members Who Voted</b>	<b>Number of Shares For Which Votes Cast</b>	<b>Percentage of Votes to Total Number Of Valid Votes Cast</b>
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.**

	<b>Number of Members Who Voted</b>	<b>Number of Shares For Which Votes Cast</b>	<b>Percentage of Votes to Total Number Of Valid Votes Cast</b>
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**

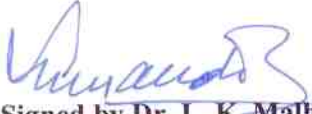
**Adoption of new Articles of Association in conformity with Companies Act 2013.**

	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**

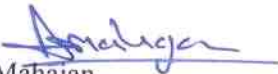


  
**Signed by Dr. L. K. Malhotra  
Chairman of the Meeting**

**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](http://www.evotingindia.com) in our presence on Thursday, the 25<sup>th</sup> 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  
Plot no. 52, Mohayla Colony, Sector-40 Gurgaon  
011- 47340730, 0124-4041328  
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

35<sup>th</sup> Annual General Meeting of the Equity Shareholders of CHL Limited Held on Monday 29<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of CHL Limited, held on Monday, 29<sup>th</sup> 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 31<sup>st</sup> 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	<b>100</b>
Votes against	0	0	<b>0</b>

(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	<b>100</b>
Votes against	0	0	<b>0</b>

(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	<b>100</b>
Votes against	0	0	<b>0</b>

(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	<b>100</b>
Votes against	0	0	<b>0</b>

(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	<b>100</b>
Votes against	0	0	<b>0</b>

(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	<b>100</b>
Votes against	0	0	<b>0</b>

(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



**Item No. 9**

**Special Resolution to adopt new Articles of Association in conformity with Companies Act 2013.**

(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	<b>100</b>
Votes against	0	0	<b>0</b>

(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

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

**Yours Faithfully,**

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



**Place: New Delhi**  
**Dated: 01.10.2014**

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

**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,

1. The result of the poll is as under:

(a) **Resolution 1- Adoption of Annual Accounts for the financial year ended 31<sup>st</sup> March, 2014 together with the reports of Board 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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(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 – 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 of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll	20	2469	100
E-Voting	37	43,853,635	100
Total	57	43,856,104	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 - To reappoint M/s G. Rai & Co., Chartered Accountants as Auditors and fix their 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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Poll	0	0
E-Voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**(d) Resolution 4 - To Appoint Mr. Lalit Bhasin as an Independent 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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>



(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Poll	0	0
E-Voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(e) Resolution 5 - To appoint Mr. Subhash Ghai as an Independent 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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Poll	0	0
E-Voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(f) **Resolution 6 – To appoint Mr. Yash Kumar Sehgal as an Independent 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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Poll	0	0
E-Voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





(g) **Resolution 7 - 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** of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** Votes:

Particular	Number of members voted	Number of votes cast by them
Poll	0	0
E-Voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(h) **Resolution 8 - To empower Board of Directors for investment not exceeding Rs. 1000 crore.**

(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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>



(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Poll	0	0
E-Voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(i) Resolution 9 - To adopt new Articles of Association in conformity with Companies Act 2013.

(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	20	2469	100
E-Voting	37	43,853,635	100
<b>Total</b>	<b>57</b>	<b>43,856,104</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(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. L. K. Malhotra  
Chairman of the Meeting

Place: New Delhi  
Dated: 01.10.2014