

**Report of Scrutinizer  
(E- VOTING)**

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

To,  
Chairman  
77<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Stewarts & Lloyds of India Limited  
held on 31<sup>st</sup> July, 2015

Dear Sir,

I, Arup Kumar Roy, appointed as Scrutinizer in connection with the 77<sup>th</sup> Annual General Meeting of the Equity Shareholders of Stewarts and Lloyds of India Limited, held on Friday, the 31<sup>st</sup> July, 2015 at Birla Academy of Art and Culture, Ground Floor, 108 Southern Avenue, Kolkata- 700 029 for the purpose of scrutinizing the e- voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions.

I submit my report as under:

1. The e-voting period remained open from 9:00 a.m. 28<sup>th</sup> July, 2015 to 5:00 p.m. 30<sup>th</sup> July, 2015.
2. The shareholders holding shares as on the "cut off" date i.e 24<sup>th</sup> July, 2015 were entitled to vote on the proposed 4(four) resolutions as mentioned in the notice dated 5<sup>th</sup> May, 2015 of the 77<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked on 30<sup>th</sup> July, 2015 in presence of two witnesses namely, Ms. Sonia Shahdarpuri residing at 26B, Dr. Suresh Sarkar Road, Kolkata - 700014, and Ms. Shalini Ojha, residing at 132H, Syed Abdul Rahman Road, Kolkata-700 082 who are not in employment of the company.
4. Thereafter the details containing, inter- alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of National Securities Depositories Limited (<https://www.evoting.nsdl.com>).

STEWARTS AND LLOYDS OF INDIA LTD.

  
S. Bhadra

Company Secretary & V.P. Corporate Affairs

Company Secretary & V.P. Corporate Affairs



5. The results of e-voting are as under:

**(A) ORDINARY BUSINESS:**

**Resolution 1**

**To consider and adopt the Directors Report and Audited Financial Statement for the year ended 31st March 2015 .**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
5	1663837	1663837	NIL	Passed Unanimously

**Resolution 2**

**To appoint a Director in place of Mr. R. Narayanan who retires by rotation and is eligible for reappointment.**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
5	1663837	1663837	NIL	Passed Unanimously

**Resolution 3**

**To ratify the appointment of Auditors in terms of Companies Act 2013 and to authorize the Board of Directors to fix their remuneration.**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
5	1663837	1663754	83	Passed by Majority

STEWARTS AND LLOYDS OF INDIA LTD.

S. Bhadra

Company Secretary & V.P. Corporate Affairs



**(B) SPECIAL BUSINESS:**

**Resolution 4**

**Appointment of Ms. Bharati Srinivasan as Woman Director**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
5	1663837	1663837	NIL	Passed Unanimously


6. The Registers, all other paper and relevant record relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking you,

Yours faithfully,

  
Arup Kumar Roy  
ACS : 6784  
CP : 9597



  
STEWARTS AND LLOYDS OF INDIA LTD.  
S. Bhadra  
Company Secretary & V.P. Corporate Affairs

Place: Kolkata

Date: 31<sup>st</sup> July, 2015



**Annexure to Report of the Scrutinizer  
(POLL RESULT)**

The results are as under:

**(A) ORDINARY BUSINESS:**

**Resolution 1**

**To consider and adopt the Directors Report and Audited Financial Statement for the year ended 31st March 2015 .**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
NIL	NIL	NIL	NIL	-

**Resolution 2**

**To appoint a Director in place of Mr. R. Narayanan who retires by rotation and is eligible for reappointment.**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
NIL	NIL	NIL	NIL	-

**Resolution 3**

**To ratify the appointment of Auditors in terms of Companies Act 2013 and to authorize the Board of Directors to fix their remuneration.**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
NIL	NIL	NIL	NIL	-

**(B) SPECIAL BUSINESS:**

**Resolution 4**

**Appointment of Ms. Bharati Srinivasan as Woman Director**

No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in favour	Total no. of votes casted against	Results
NIL	NIL	NIL	NIL	-

STEWARTS AND LLOYDS OF INDIA LTD.  
  
S. Bhadra  
Company Secretary & V.P. Corporate Affairs



**Consolidated Voting Results of 77th Annual General Meeting of  
Stewart & Lloyds of India Limited (E- Voting and Poll at AGM)**

Sr. No.	Resolution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voted in Favour ( Assent)			Voted Against ( Dissent)			No. of members voted	No. of votes casted
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
<b>ORDINARY BUSINESS</b>											
1	1	To consider and adopt the Directors' Report and Audited Financial Statement for the financial year ended 31 <sup>st</sup> March, 2015	Ordinary	5	1663837	55.46%	NIL	NIL	NIL	NIL	NIL
2	2	To appoint a Director in place of Mr. R. Narayanan who retires by rotation and is eligible for reappointment	Ordinary	5	1663837	55.46%	NIL	NIL	NIL	NIL	NIL
3.	3	To ratify the appointment of Auditors in terms of Companies Act 2013 and to authorize the Board of Directors to fix their remuneration	Ordinary	1	1663754	55.46%	4	83	NIL	NIL	NIL
<b>SPECIAL BUSINESS</b>											
4	4	Appointment of Ms. Bharati Srinivasan as Woman Director	Ordinary	5	1663837	55.46%	NIL	NIL	NIL	NIL	NIL

STEWARTS AND LLOYDS OF INDIA LTD.

  
S. Bhadra

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