

PS MADHUR JAIN & ASSOCIATES

Madhur Jain
(B.COM, ACS)

Practicing Company Secretaries

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SCRUTINIZER'S REPORT (Consolidated)

To

The Chairman
M/s Paul Merchants Limited
Regd. Office: DSM 335,336,337, 3rd Floor,
DLF tower, 15, Shivaji MArg, Najafgarh Road,
New Delhi

Also at,

The Chairman
M/s Paul Merchants Limited
Corporate Office
SCO 829-830, Sector 22-A,
Chandigarh-160022.

Dear Sir,

1. The Company has appointed me (Madhur Jain – Company Secretary in practice having membership No. ACC-29111 and C.P. No. 14745) having address at H.No. 223, Sector-7, Urban Estates, Ambala- 134003 as the Scrutinizer for the purpose of conducting the e-voting and poll at the AGM on the agenda items transacted at the 32nd Annual General Meeting of the Company held on 28.09.2016.

Following reports have been submitted under my signatures to the Chairman of the Company:

- The Report (under Form MGT-13) on the physical voting conducted through poll at the Annual General Meeting (AGM) of the Company
- Separate report on E-Voting .

2. I submit this consolidated report for voting conducted through electronic and physical means as under:



H.O.:- H.NO 223, Sector-7, Urban Estate, Ambala City (HR)-134003.

B.O:- B-20-1928/1, Street No. 4, Maharaj Nagar, Circuit House Road, Ludhiana,-141001.

- a. The Company has provided e-voting and voting by physical Ballot on the AGM venue to all the shareholders and has completed sending the AGM notice electronically on 31.08.2016 to such shareholders whose email IDs were registered with depository participants. For other shareholders, the AGM Notice and Annual Report 2015-16 of the Company have been sent by permitted mode, dispatch of which was completed on 31.08.2016.
- b. The e-voting period began at 9:00 a.m (IST) on 25.09.2016 and ended at 5:00 p.m (IST) on 27.09.2016. The votes received electronically from the Shareholders till 27.09.2016 up to 5.00 pm, being and the last date and time fixed by the Company for e-voting and the votes received in the poll process on the date of Annual General Meeting, were considered for my scrutiny.
- c. Particulars of all the votes received from the members have been entered in a register separately maintained for the purpose.
- d. The votes received electronically and by Poll at the AGM were duly scrutinized and the shareholding was matched/ confirmed with the Register of members of the Company as on 21-09-2016.
- e. The empty polling boxes were locked and sealed in the presence of the members and subsequently to the end of the polling process, the polling boxes were opened by me in the presence of two witnesses.
- f. The poll papers were diligently scrutinized and the poll papers were reconciled with the records maintained by the Company/Registrars and Transfer Agents of the Company.
- g. The votes received through remote E-voting were unblocked at New Delhi on 28-09-2016 in the presence of Ms. Arshpreet Kaur and Mr. Kuldeep Thakur, who are not the employees of the Company and who have signed below as witness to the unblocking of votes.

Arshpreet
Kaur

Ms. Arshpreet Kaur

Kuldeep Thakur

Mr. Kuldeep Thakur

- h. The Poll papers which were found defective because of signature mismatch, e-voting and non-shareholding, if any, have been treated as invalid.
- i. The Poll Papers and all other relevant records of polling were sealed and will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 32nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping




3. A summary of the votes cast through remote E-voting and Poll at the AGM is given below:

(a) Resolution No. 1 - Ordinary

To receive, consider and adopt the audited Standalone Financial Statements for the financial year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	27	833420	100 %
Voting through Poll at AGM	13	58	100 %
Total	40	833478	100 %

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total			

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.




(b) Resolution No. 2 - Ordinary

To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	27	833420	100%
Voting through Poll at AGM	13	58	100 %
Total	40	833478	100 %

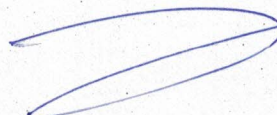

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total			

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.

(c) Resolution No. 3 - Ordinary

To appoint a Director in place of Sh. Rajneesh Bansal (DIN 00077230) who retires by rotation and being eligible, offers himself for reappointment.

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	26	683674	100 %
Voting through Poll at AGM	12	56	100 %
Total	38	683730	100 %

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	1	1	100 %
Total	1	1	100 %

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "MADHUR JAIN" at the top, "C.S. No. 14745" and "ACS No. 29111" in the center, and "Company Secretary" at the bottom.

(d) Resolution No. 4 - Ordinary

To appoint a Director in place of Smt. Sarita Rani Bansal (DIN 00094504), who retires by rotation and being eligible, offers herself for reappointment.

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	26	688920	100 %
Voting through Poll at AGM	13	57	100 %
Total	39	688977	100 %

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total			

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.



(e) Resolution No. 5 - Ordinary

To ratify the appointment of Statutory Auditors as approved by Members at the Thirty First Annual General Meeting

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	27	833420	100 %
Voting through Poll at AGM	12	56	100%
Total	39	833476	100 %

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	1	1	100 %
Total	1	1	100 %

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.

(f) Resolution No. 6 - Special

To appoint Mr. Dharam Pal Sharma (DIN 07284332) as Whole Time Director of the Company, liable to retire by rotation, to hold office for a term upto 31st March, 2020 and also to approve his remuneration

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	27	833420	100 %
Voting through Poll at AGM	13	63	100 %
Total	40	833483	100 %

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total			

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.



(g) Resolution No. 7 - Special

To revise the remuneration of Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the Company w.e.f. 01-04-2016

i. Voted in favour of the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	26	683674	100 %
Voting through Poll at AGM	13	63	100 %
Total	39	683737	100 %

ii. Voted against the resolution:

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total			

iii. Invalid Votes

Type of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through remote evoting	-	-	-
Voting through Poll at AGM	-	-	-
Total	-	-	-

The resolution was carried with requisite majority.

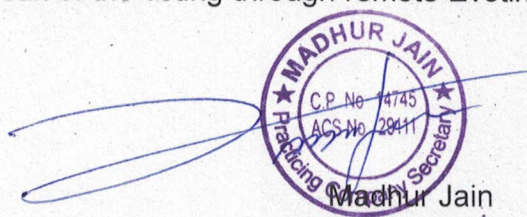


You may accordingly declare the Result of the voting through remote Evoting, and Poll at the AGM.

Thanking you,

Place: Chandigarh

Dated: 30.09.2016



Practising Company Secretary
Membership No. ACS NO 29111
CP No. 14745