

# A J & ASSOCIATES

COMPANY SECRETARIES IN WHOLE TIME PRACTICE

Kolkata, 1<sup>st</sup> April, 2019

Sri Harsh Vardhan Lodha  
Chairman,  
Alfred Herbert (India) Limited  
13/3, Strand Road,  
Kolkata - 700 001.

Dear Sir,

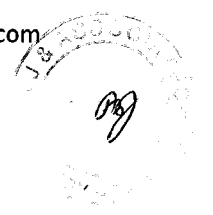
## Re: SCRUTINIZER'S REPORT

I, Abhijeet Jain, Practicing Company Secretary appointed as Scrutinizer by **M/s Alfred Hebert (India) Limited** ("the Company") with respect to the **Resolution(s)** to be passed through Postal Ballot and e-Voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other Rules and Regulations as may be applicable including any statutory modification(s) or re-enactment(s) thereof for the time being in force to process and scrutinize Postal Ballot Forms received from Members and to scrutinize votes cast electronically using e-Voting system of **Central Depository Services (India) Limited** (CDSL) during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company has sent Postal Ballot Notice through email on 27<sup>th</sup> February, 2019 to the members whose e-mail ids are registered with the Company / Depository Participant(s) for voting through Postal Ballot and e- Voting facility provided by CDSL. The Postal Ballot Notice dated 25th February, 2019 together with Postal Ballot Form ('Form') along with self addressed postage prepaid business reply envelope was sent to the rest of the members through Registered Post on 28<sup>th</sup> February, 2019.  
  
On 28<sup>th</sup> February, 2019, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) on certain Special Business as mentioned in the Postal Ballot Notice dated 25th February, 2019.
2. The voting through postal ballot Forms/ E-voting commenced on **Friday, March 1, 2019 at 9.a.m and ended on Saturday, March 30, 2019 at 5.00 p.m.**
3. The Postal Ballot Forms received during the voting period were kept in my custody and were opened by me in the presence of two witnesses, viz., Mrs. Priyanka Tibrewal and Ms. Kavita Choudhary. The e-Voting results/List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5: 15 p.m. on 31<sup>st</sup> March, 2019 in the presence of two witnesses, viz., Mrs. Priyanka Tibrewal and Ms. Kavita Choudhary.
4. All Postal Ballot Forms including e-Voting received upto 5.00 p.m. on 30<sup>th</sup> March, 2019, i.e. the last date and time fixed by the Company for receipt of the Postal Ballot Forms and for casting the vote online, were considered for my scrutiny.

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'Diamond Chamber', 4, Chowringhee Lane, Block I, 4<sup>th</sup> Floor, Suite # 4M, Kolkata – 700 016  
Ph.: 033 4007 3876; Fax: +91 33 2252 1457; Email: ajasso.abhijeet@gmail.com; ajasso.jain4@gmail.com



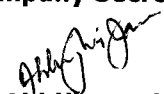
5. The Postal Ballot Forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter, the shareholding was matched / confirmed with the register of members of the Company as on 22<sup>nd</sup> February, 2019. In case of voting by Companies, Institutions, Trusts, Societies, etc., I have verified the requisite documents authorising the person to vote, which were downloaded from the website of CDSL or received physically.
6. I did not find any defaced or mutilated postal ballot form. There were no postal ballot forms/invalid applications which were treated as invalid on account of vote not casted and signature mismatch.
7. The summary of the Voting Results of Postal Ballot including e-voting in respect of resolutions as contained in the Postal Ballot Notice dated 25<sup>th</sup> February, 2019 are as under:

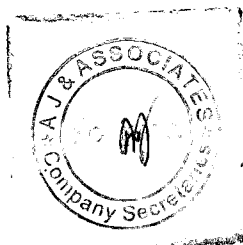
<b>Item No. 1 Special Resolution</b>	
Re-appointment of Mr. Sardul Singh Jain a Non-Executive Independent Director from 1 <sup>st</sup> April, 2019 till 31 <sup>st</sup> March,2024	
Total number of ballot papers dispatched to Equity Shareholders with notice through registered post.	1524
Total Number of notice send through E - mail	1118
Total number of duplicate postal ballot papers issued.	0
Last date and time up to which ballot papers received by the Company; and e-voting have been considered	30 <sup>th</sup> March, 2019 till 5:00 P.M.
Total number of e-voting received	16
Total number of ballot forms received	4
Invalid Ballots (with respect to item no. 1)	Nil
Abstained from Voting (with respect to item No. 1)	Nil
Number of Valid ballot papers	4

<b>Item No. 2 Special Resolution</b>	
Re-appointment of Mr. Ramesh Chandra Tapuriah a Non-Executive Independent Director from 1 <sup>st</sup> April, 2019 till 31 <sup>st</sup> March,2024	
Total number of ballot papers dispatched to Equity Shareholders with notice through registered post.	1524
Total Number of notice send through E - mail	1118
Total number of duplicate postal ballot papers issued.	0
Last date and time up to which ballot papers received by the Company; and e-voting have been considered	30 <sup>th</sup> March, 2019 till 5:00 P.M.
Total number of e-voting received	16
Total number of ballot forms received	4
Invalid Ballots (with respect to item no. 2)	Nil
Abstained from Voting (with respect to item No. 2)	Nil
Number of Valid ballot papers	4

We would like to inform you that the resolutions in Item no. 1 & 2 have been passed with requisite majority. The summary of the results are as given in the attachments to this letter.

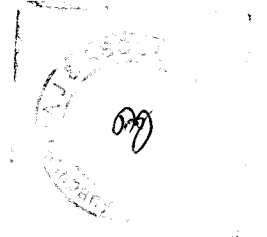
**For A J & ASSOCIATES  
Company Secretaries**

  
**CS Abhijeet Jain**  
Prop.  
FCS: 4975  
COP: 3426



A Summary of postal ballot forms received is given below:

SI No	Particulars	Resolution No. 1		Resolution No. 2	
		No. of PBF/ E-voting	No. of Shares Voted	No. of PBF/ E-voting	No. of Shares Voted
a.	Postal Ballot Forms Received	4	211	4	211
b.	e-Voting Confirmations	16	561212	16	561212
	<b>Total</b>	20	561423	20	561423
c.	Less: Invalid Postal ballot Forms/e-voting confirmations	-	-	-	-
d.	Net Valid Postal Ballot Forms/e-Voting confirmations of which:	20	561423	20	561423
	Less: No. of Shares not voted for	-	-	-	-
	Total voted Shares	20	561423	20	561423
(i)	Postal Ballot Forms/e- Voting with assent for the Resolution	20	561423	20	561423
	<b>% of Assent</b>		100.00		100.00
(ii)	Postal Ballot Forms/e- Voting with dissent for	0	0	0	0
	<b>% of Dissent</b>		0		0

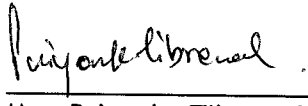


**Declaration by witness for Postal and e-Voting**

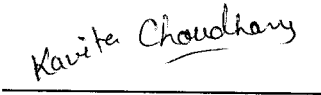
We the undersigned witnesseth that:

1. The Postal Ballot Forms of Alfred Herbert (India) Limited received were opened in our presence.
2. The e-Voting results/list was unblocked and downloaded from CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5:15 p.m. on 30<sup>th</sup> March, 2019.

Witness 1:

  
Mrs. Priyanka Tibrewal

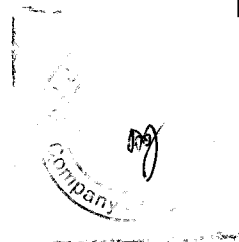
Witness 2:

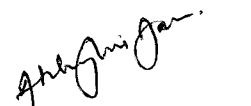
  
Ms. Kavita Choudhary

Date: 01.04.2019  
Place: Kolkata

**COUNTERSIGNED BY ME**

**For A J & ASSOCIATES  
Company Secretaries**



  
**CS Abhijeet Jain**  
Prop.  
FCS: 4975  
COP: 3426