



**K. S. & Associates**

House No.-2, Old Geeta Colony  
Near Punjab and Sind Bank, Delhi - 110031  
Phone: 9811324140, 9811405081  
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**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & POLL**

To

The Chairman of the 01/2017-18 Extra Ordinary General Meeting of the Members of GOLDWYN LIMITED held on **Thursday the 15<sup>th</sup> March, 2018 at 3.30 P.M.** at the registered office of the Company at **101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014.**

Dear Sir,

1. I, SUDHA SACHDEV, a Company Secretary in whole-time practice, Proprietor of K. S. & Associates, have been appointed by the Board of Directors of GOLDWYN LIMITED (the Company) as a Scrutinizer for the purpose of Scrutinizing the polling paper and remote e-voting process and ascertaining the requisite majority on poll and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions contained in the notice to the 01/2017-18 Extra Ordinary General Meeting of the members of the Company, held on **15<sup>th</sup> day of March, 2018 at 03.30 P.M.** at the registered office of the Company at 101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules related to voting through poll and electronic means on the resolutions contained in the Notice to the 01/2017-18 Extra Ordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the poll and remote e-voting process is restricted to making a scrutinizer's report of the votes cast 'in favour' or 'against' the resolution stated above, based on the poll received and reports generated from the remote e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company.
3. The Company had appointed CDSL as the Service provider, for extending the facility for the electronic voting to the shareholders of the company from 12/03/2018 (9:00 AM) to 14/03/2018 (5:00 PM). The Beetal Financial & Computers Services Pvt. Ltd is the Registrar and Share Transfer Agent of the Company. The remote E-voting results were unblocked by me on 16<sup>th</sup> March, 2018 in the presence of two witnesses. For further details kindly refer my scrutinizer report dated 16<sup>th</sup> March, 2018 attached herewith.
4. At the Extra Ordinary General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT-13 dated 16<sup>th</sup> March, 2018 attached herewith.



The Result of the remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Manners of voting	Vote in favour of the Resolution		Vote against the Resolution	
			No.	%	No.	%
SPECIAL BUSINESS						
1.	Conversion of 5% Non-Cumulative Redeemable Preference Shares into Equity Shares	Remote voting e-	0	0	0	0
		Poll	831000	100	0	0
		Total	831000	100	0	0
2.	Re-classification of the Authorized Share Capital of the Company and consequent alteration in the Capital Clause of the Memorandum of Association of the Company	Remote voting e-	2888570	100	0	0
		Poll	831000	100	0	0
		Total	3719570	100	0	0
3.	Increase in the Authorised Share Capital and consequent alteration in the Capital Clause of the Memorandum of Association of the Company	Remote voting e-	2888570	100	0	0
		Poll	831000	100	0	0
		Total	3719570	100	0	0
4.	Refinancing of existing loans of the Company with an option to convert part of the Loan into equity shares	Remote voting e-	0	0	0	0
		Poll	831000	100	0	0
		Total	831000	100	0	0



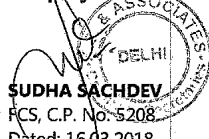
5.	Approval for issue of equity shares on preferential basis to Mr. Keshav Kumar Thirani other than cash	Remote voting	e-	0	0	0	0
		Poll		831000	100	0	0
		Total		831000	100	0	0
6.	To sell or dispose of the assets of the company	Remote voting	e-	2888570	100	0	0
		Poll		831000	100	0	0
		Total		3719570	100	0	0

All the Resolution stand passed under Remote e-voting and poll as Ordinary/Special Resolution with requisite majority as specified under the Companies Act, 2013.

Thanking You

YOURS FAITHFULLY

For **K. S. & Associates**  
Company Secretaries

  
**SUDHA SACHDEV**  
FCS, C.P. No. 5208  
Dated: 16.03.2018  
Place: Delhi



**K. S. & Associates**

House No.-2, Old Geeta Colony  
Near Punjab and Sind Bank, Delhi - 110031  
Phone: 9811324140, 9811405081  
Email: cksa2018@gmail.com

**SCRUTINIZER'S REPORT**

**Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Amended Rules, 2015**

To

The Chairman of the 01/2017-18 Extra Ordinary General Meeting of the Members of **GOLDWYN LIMITED** held on **15<sup>th</sup> March, 2018 at 3.30 P.M.** at the registered office of the Company at **101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014.**

I, SUDHA SACHDEV, a Company Secretary in whole-time practice, Proprietor of K. S. & Associates, have been appointed as Scrutinizer for the purpose of the remote e-voting on the below mentioned resolution(s) at the 01/2017-18 Extra Ordinary General Meeting of the Equity Shareholders of GOLDWYN LIMITED, held on 15<sup>th</sup> March, 2018 at 3.30 P.M. I hereby submit my Remote e-voting report as under:

- a. The Remote e-voting remained open from on 12<sup>th</sup> March, 2018 (09.00 a.m.) to 14<sup>th</sup> March, 2018 (5.00 p.m.)
- b. The members of the Company as on the "cut off" date i.e. 08<sup>th</sup> March, 2018 were entitled to vote on the Resolutions No. 1 to 6 as set out on the notice of the 01/2017-18 EGM of the Company.
- c. The remote e-votes cast were unblocked on 16<sup>th</sup> March, 2018 around 11.11 A.M. in the presence of 2 witnesses, Mr. Himanshu Batra and Ms. Sushma who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Signature: \_\_\_\_\_

Name: Himanshu Batra

Signature: \_\_\_\_\_

Name: Sushma

- d. Thereafter the details containing, inter-alia, list of Equity Shares holders, Who Voted "For" and "Against" each of the resolutions that were put to vote, generated from the Remote e-voting website of Central Depository Services (India) limited i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the results of the Remote e-voting is as under:-



**Resolution No. 1:-**

Conversion of 5% Non-Cumulative Redeemable Preference Shares into Equity Shares:

(i) Voted in favor of the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
7	2888570	0*

\* Votes of Mrs. JAYSHREE THIRANI, Mr. KESHAV KUMAR THIRANI, Ms. GIRIJA JHUNJHUNWAL, Ms. ADITI JAIN, Ms. ANUJA THIRANI & Mr. KESHAV THIRANI (joint holders) being interested parties in the resolution, treated as invalid.

(ii) Voted against the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

**Resolution No. 2:-**

Re-classification of the Authorized Share Capital of the Company and consequent alteration in the Capital Clause of the Memorandum of Association of the Company:

(i) Voted in favor of the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
7	2888570	100

(ii) Voted against the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

**Resolution No. 3:-**

Increase in the Authorised Share Capital and consequent alteration in the Capital Clause of the Memorandum of Association of the Company:



(i) Voted in favor of the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
7	2888570	100

(ii) Voted against the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

**Resolution No. 4:-**

Refinancing of existing loans of the Company with an option to convert part of the Loan into equity shares:

(i) Voted in favor of the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
7	2888570	0*

\* Votes of Mrs. JAYSHREE THIRANI, Mr. KESHAV KUMAR THIRANI, Ms. GIRIJA JHUNJHUNWAL, Ms. ADITI JAIN, Ms. ANUJA THIRANI & Mr. KESHAV THIRANI (joint holders) being interested parties in the resolution, treated as invalid.

(ii) Voted against the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

**Resolution No. 5:-**

Approval for issue of equity shares on preferential basis to Mr. Keshav Kumar Thirani other than cash:

(i) Voted in favor of the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
7	2888570	0*

\* Votes of Mrs. JAYSHREE THIRANI, Mr. KESHAV KUMAR THIRANI, Ms. GIRIJA JHUNJHUNWAL, Ms. ADITI JAIN, Ms. ANUJA THIRANI & Mr. KESHAV THIRANI (joint holders) being interested parties in the resolution, treated as invalid.



(ii) Voted against the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

**Resolution No. 6:-**

To sell or dispose of the assets of the company:

(i) Voted in favor of the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
7	2888570	100

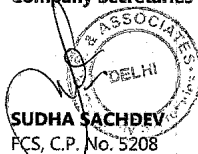
(ii) Voted against the resolution

Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	NIL	NIL

Thanking You

YOURS FAITHFULLY

For **K. S. & Associates**  
**Company Secretaries**

  
**SUDHA SACHDEV**  
FCS, C.P. No. 5208

Dated: 16.03.2018  
Place: Delhi



**K. S. & Associates**

House no 2 Old Geeta Colony Near  
punjab and Sind Bank, Delhi-110031

Phone: 9811324140, 9811405081

Email: cksa2018@gmail.com

**Form No. MGT-13**

**Report of Scrutinizer**

**[Pursuant to rule 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To

The Chairman of the 01/2017-18 Extra Ordinary General Meeting of the Members of **GOLDWYN LIMITED** held on **15<sup>th</sup> March, 2018 at 3.30 P.M.** at the registered office of the Company at **101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014.**

I, SUDHA SACHDEV, a Company Secretary in whole-time practice, Proprietor of K. S. & Associates, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the 01/2017-18 Extra Ordinary General Meeting of the Equity Shareholders of GOLDWYN LIMITED, held on 15<sup>th</sup> March, 2018 at 3.30 P.M. I hereby submit my report as under:

1. After fixing the time for closure of the poll by the Chairman, a ballot box kept for polling was 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 Registrar and Transfer Agent 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:

**Resolution No. 1:-**

Conversion of 5% Non-Cumulative Redeemable Preference Shares into Equity Shares

**(i) Voted in favor of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Valid Votes casted by them
12	831000	100%





**(ii) Voted against of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in Person or In Proxy) whose votes were declared invalid	Total Number of Votes casted by them
NIL	NIL

**Resolution No. 2:-**

Re-classification of the Authorized Share Capital of the Company and consequent alteration in the Capital Clause of the Memorandum of Association of the Company

**(i) Voted in favour of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
12	831000	100%

**(ii) Voted against of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in Person or In Proxy) whose votes were declared invalid	Total Number of Votes casted by them
NIL	NIL

**Resolution No. 3:-**

Increase in the Authorised Share Capital and consequent alteration in the Capital Clause of the Memorandum of Association of the Company

**(i) Voted in favour of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
12	831000	100%



**(ii) Voted against of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in Person or In Proxy) whose votes were declared invalid	Total Number of Votes casted by them
NIL	NIL

**Resolution No. 4:-**

Refinancing of existing loans of the Company with an option to convert part of the Loan into equity shares

**(i) Voted in favour of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
12	831000	100%

**(ii) Voted against of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in Person or In Proxy) whose votes were declared invalid	Total Number of Votes casted by them
NIL	NIL

**Resolution No. 5:-**

Approval for issue of equity shares on preferential basis to Mr. Keshav Kumar Thirani other than cash

**(i) Voted in favour of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
12	831000	100%

**(ii) Voted against of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Vaild Votes casted by them
NIL	NIL	NIL



**(iii) Invalid Votes:**

Total Number of members (in Person or In Proxy) whose votes were declared invalid	Total Number of Votes casted by them
NIL	NIL

**Resolution No. 6:-**

To sell or dispose of the assets of the company

**(i) Voted in favour of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Valid Votes casted by them
12	831000	100%

**(ii) Voted against of the Resolution:**

Number of members present and voting (in Person or In Proxy)	Number of Votes casted by them	% of total number of Valid Votes casted by them
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in Person or In Proxy) whose votes were declared invalid	Total Number of Votes casted by them
NIL	NIL

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant record were sealed and handed over to the Mr. Jagpal Sharma, CFO authorized by the Board for safekeeping.

Thanking You

YOURS FAITHFULLY

For **K. S. & Associates**  
Company Secretaries

  
**SUDHA SACHDEV**  
FCS, C.P. No. 5208

Dated: 16.03.2018  
Place: Delhi

