



K. S. & Associates

18/1018, 2nd Floor, Bansal Building
Main Arya Samaj Road, Naiwala
Karol Bagh, New Delhi – 110005
Phone: 9811324140, 9811405081
Email: cksa2014@gmail.com

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & POLL

To

The Chairman of the 49th Annual General Meeting of the Members of **GOLDWYN LIMITED** held on **Friday the 30th September, 2016 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 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 49th Annual General Meeting of the members of the Company, held on **30th day of September, 2016 at 11.30 A.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 49th Annual 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 27/09/2016 (9:00 AM) to 29/09/2016 (5:00 PM). The Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. The remote E-voting results were unblocked by me on 30th September, 2016 in the presence of two witnesses. For further details kindly refer my scrutinizer report dated 03rd October, 2016 attached herewith.
4. At the Annual 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 03rd October, 2016 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.	%
ORDINARY BUSINESS						
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit & Loss Account for the year ended on that date and reports of the Directors' and Auditors' thereon	Remote e-voting	0	0	0	0
		Poll	2875420	100	0	0
		Total	2875420	100	0	0
2.	To appoint Directors in place of Mr. Keshav Kumar Thirani (Having DIN 00280467), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Remote e-voting	0	0	0	0
		Poll	2875420	100	0	0
		Total	2875420	100	0	0
3.	Section 139 of the Companies Act, 2013 for ratifying the appointment of M/s Walker, Chandiok & Co., Chartered Accountants , as Statutory Auditors of the Company and fixing their remuneration.	Remote e-voting	0	0	0	0
		Poll	2875420	100	0	0
		Total	2875420	100	0	0





All the Resolution stand passed under Remote e-voting and poll as Ordinary 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: 03.10.2016
Place: Delhi



K. S. & Associates

18/1018, 2nd Floor, Bansal Building
Main Arya Samaj Road, Naiwala
Karol Bagh, New Delhi - 110005
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SCRUTINIZER'S REPORT

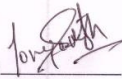
Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014

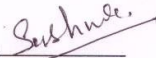
To

The Chairman of the 49th Annual General Meeting of the Members of **GOLDWYN LIMITED** held on **30th September, 2016** 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 49th Annual General Meeting of the Equity Shareholders of GOLDWYN LIMITED, held on 30th September, 2016 at 3.30 P.M. I hereby submit my Remote e-voting report as under:

- a. The Remote e-voting remained open from on 27th September, 2016 (09.00 a.m.) to 29th September, 2016 (5.00 p.m.)
- b. The members of the Company as on the "cut off" date i.e. 23rd September, 2016 were entitled to vote on the Resolutions No. 1 to 3 as set out on the notice of the 49th AGM of the Company.
- c. The remote e-votes cast were unblocked on 30th September, 2016 around 5.25 P.M. in the presence of 2 witnesses, Mr. Lovejeet Bedi 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: Lovejeet Bedi

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 and based on such reports generated, the results of the Remote e-voting is as under:-



Resolution No. 1:-

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit & Loss Account for the year ended on that date and reports of the Directors' and Auditors' thereon

(i) Voted in favor of the resolution

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

(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:-

To appoint Directors in place of Mr. Keshav Kumar Thirani (Having DIN 00280467), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution

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

(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:-

Section 139 of the Companies Act, 2013 for ratifying the appointment of **M/s Walker, Chandiok & Co., Chartered Accountants**, as Statutory Auditors of the Company and fixing their remuneration

(i) Voted in favor of the resolution

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

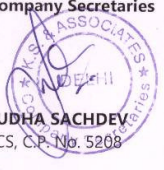
(ii) Voted against the resolution

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, CP No. 5208

Dated: 03.10.2016
Place: Delhi



K. S. & Associates

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**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 49th Annual General Meeting of the Members of **GOLDWYN LIMITED** held on **30th September, 2016 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 49th Annual General Meeting of the Equity Shareholders of **GOLDWYN LIMITED**, held on 30th September, 2016 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:

a) Resolution No. 1:-

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Profit & Loss Account for the year ended on that date and reports of the Directors' and Auditors' thereon.

(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
17	2875420	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

b) Resolution No. 2:-

To appoint Directors in place of Mr. Keshav Kumar Thirani (Having DIN 00280467), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

(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
17	2875420	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

c) Resolution No. 3:-

Section 139 of the Companies Act, 2013 for ratifying the appointment of **M/s Walker, Chandiook & Co., Chartered Accountants**, as Statutory Auditors of the Company and fixing their remuneration

(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
17	2875420	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. There was no invalid vote received for any resolution so there is no requirement to enclose a compact Disc (CD) containing a List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution.
6. The poll papers and all other relevant record were sealed and handed over to the Mrs. Jayshree Thirani, Director authorized by the Board for safekeeping.

Thanking You

YOURS FAITHFULLY

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


SUDHA SACHDEV
FCS, C.P. No. 5208

Dated: 03.10.2016
Place: Delhi