

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL

To

The Chairman of the 52nd Annual General Meeting of the Members of **GOLDWYN LIMITED** held on **Monday the 30th day of September, 2019 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, KAMAL 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 e-voting process and ascertaining the requisite majority on poll and 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 52nd Annual General Meeting of the members of the Company, held on **30th day of September, 2019 at 3.30 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 52nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the poll and 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 e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide 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 27/09/2019 (9:00 AM) to 29/09/2019 (5:00 PM). The Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and share Transfer Agent of the Company. The E-voting results were unblocked by me on 01st October, 2019 in the presence of two witnesses. For further details kindly refer my scrutinizer report dated 01st October, 2019 attached herewith.
4. At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT-13 Dated 01st October, 2019 attached herewith.



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

The Result of the 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 in against of the Resolution	
			No.	%	No.	%
ORDINARY BUSINESS						
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit & Loss Account for the year ended on that date and reports of the Directors' and Auditors' thereon	E-Voting	0	0	0	0
		Poll	12190070	100	0	0
		Total	12190070	100	0	0
2.	To appoint a Director in place of Mr. KESHAV KUMAR THIRANI (Holding DIN 00280467), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	E-Voting	0	0	0	0
		Poll	1500	100	0	0
		Total	1500	100	0	0
3.	To Appointment of M/s Bhalla and Bhalla, Chartered Accountants , as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 and fixing their remuneration	E-Voting	0	0	0	0
		Poll	12190070	100	0	0
		Total	12190070	100	0	0




All the Resolution stand passed under E-voting and poll as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

YOURS FAITHFULLY

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


KAMAL SACHDEV
FCS, C.P. No. 5208

Dated: 01.10.2019
Place: Delhi

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 52nd Annual General Meeting of the Members of **GOLDWYN LIMITED** held on **Monday the 30th day of September, 2019 at 03.30 P.M.** at the registered office of the Company at **101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014.**

I, KAMAL 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 52nd Annual General Meeting of the Equity Shareholders of GOLDWYN LIMITED, held on 30th September, 2019 at 03.30 P.M. I hereby submit my e-voting report as under:

- The e-voting remained open from on 27th September, 2019 (09.00 a.m.) to 29th September, 2019 (5.00 p.m.)
- The members of the Company as on the "cut off" date i.e. 23rd September, 2019 were entitled to vote on the Resolutions (No. 1 to 3 as set out on the notice of the 52nd AGM of the Company).
- The e-votes cast were unblocked on 01st October, 2019 around 2.35 P.M. in the presence of 2 witnesses, Ms. Kiran Kumari and Ms. Versha 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: Kiran
Name: Kiran Kumari

Signature: Versha
Name: Versha

- 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 e-voting website of Central Depository Services (India) limited i.e. WWW.evotingindia.com and based on such reports generated, the results of the e-voting is as under:-



Resolution No. 1:-

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss 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	N.A.	N.A.

- (ii) Voted against the resolution

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

Resolution No. 2:-

To appoint a Director in place of Mr. KESHAV KUMAR THIRANI (Holding 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

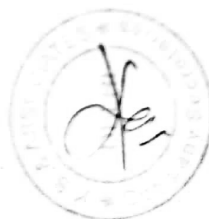
Number of members voted	No. of Votes casted by them	% of Total Number of Valid Votes Cast
NIL	N.A.	N.A.

- (ii) Voted against the resolution

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

Resolution No. 3:-

To Appointment of M/s Bhalla and Bhalla, Chartered Accountants, as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 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	N.A.	N.A.

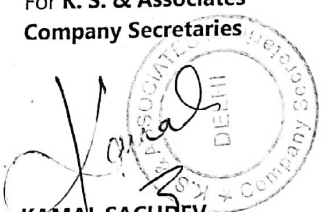
(ii) Voted against the resolution

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

Thanking You

YOURS FAITHFULLY

For K. S. & Associates
Company Secretaries


KAMAL SACHDEV
FCS, C.P. No. 18886

Dated: 01.10.2019

Place: Delhi

Office: Ground Floor, House No. 2, Old Geeta Colony, Delhi – 110031
Phones: 9811324140, 9811405081

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 52nd Annual General Meeting of the Members of **GOLDWYN LIMITED** held on **Monday the 30th day of September, 2019 at 03.30 P.M.** at the registered office of the Company at **101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014.**

I, KAMAL 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 52nd Annual General Meeting of the Equity Shareholders of GOLDWYN LIMITED, held on 30th September, 2019 at 03.30 P.M. I hereby submit my report as under:

1. After the time fixed for closing 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 Company/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, 2019 and the Statement of Profit & Loss 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 Vaild Votes casted by them
20	12190070	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 a Director in place of **Mr. KESHAV KUMAR THIRANI** (Holding 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
13*	1500	100

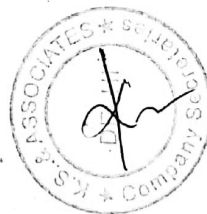
* Mr. Keshav Kumar Thirani, Mrs. Jayshree Thirani, Ms. Girija Jhunjunwala, Ms. Anuja Thirani and Ms. Aditi Jain being interested parties in the resolution, didn't cast their votes for this resolution.

(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:-**

To Appointment of **M/s Bhalla and Bhalla, Chartered Accountants**, as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 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
20	12190070	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

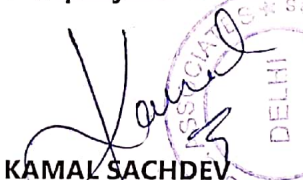
5. A List of Equity Shareholders who voted "FOR", "AGAINST" is hereby enclosed. There was no "INVALID VOTE" that was declared invalid for any resolution.
6. The poll papers and all other relevant record were sealed and handed over to the Mr. Keshav Kumar Thirani, Director authorized by the Board for safekeeping.

Thanking You

Yours Faithfully

For **K. S. & Associates**

Company Secretaries


KAMAL SACHDEV
FCS, C.P. No. 18886



Dated: 01.10.2019

Place: Delhi

Date: 01st October, 2019

Dear Stakeholders

Sub: - Voting Result at 52st Annual General Meeting held on 30th September, 2019.

This is to inform you that the 52nd Annual General Meeting (AGM) of the Members of the Company was held on 30th September, 2019 at the Registered Office of the Company at 101-C, Shiv House, Hari Nagar, Ashram, New Delhi-110014. We would like to give the following information in connection with the AGM held:

1. Total No. of shareholder on the cut-off date viz., 23rd September, 2019: 2550
2. No. of shareholders present at the meeting either in person or through proxy:-

Sr. No.	Category	In Person	Through Proxy	Total
1.	Promoters and Promoter Group	7	-	7
2.	Public	13	-	13
3.	Total	20	0	20

3. No. of shareholders attended the meeting through video conferencing: - Not applicable

Sr. No.	Category	No video conferencing facility was established for the AGM
1.	Promoters and Promoter Group	
2.	Public	

4. The details of business transacted at the 52nd Annual General Meeting:-

Agenda- wise

Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/ Poll/Postal Ballot/E-voting)	Remarks
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit & Loss Account for the year ended on that date and reports of the Directors' and Auditors' thereon	Ordinary Resolution	E-voting & Poll	The Resolution was passed with the requisite majority
2.	To appoint a Director in place of Mr. KESHAV KUMAR THIRANI (Holding DIN 00280467), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution	E-voting & Poll	The Resolution was passed with the requisite majority
3.	To Appointment of M/s Bhalla and Bhalla, Chartered Accountants , as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 and fixing their remuneration	Ordinary Resolution	E-voting & Poll	The Resolution was passed with the requisite majority

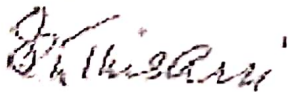
Based on the scrutinizer report, we inform you that all the aforesaid resolutions have been passed with the requisite majority. You are requested to kindly take note of the same.

We are also enclosing herewith the Scrutinizer's report dated 01st October, 2019.

Thanking you

Yours faithfully

For GOLDWYN LIMITED,



KESHAV KUMAR THIRANI
(DIN : 00280467)
Chairman of the Meeting