



**SR & ASSOCIATES
COMPANY SECRETARIES**

ANNEXURE - A

**Consolidated Scrutinizer Report
(Based on E- voting and Poll)**

To,

The Chairman

Hon'ble National Company Law Tribunal, Principal Bench, New Delhi Convened
Meeting of the Equity Shareholders of Himalya International Limited.

Ref: Order dated 14th March, 2017 passed by Hon'ble National Company Law Tribunal, Principal Bench, New Delhi in connection with Scheme of Arrangement between Himalya International Limited (Demerged Company/Applicant Company No. 1), Appetizers And Snacks Foods Limited (Resulting Company No.1/Applicant Company No. 2), Himalya Green Apartments Limited (Resulting Company No. 2/Applicant Company No. 3) in Himalya International Limited company application No. A.11/PB of 2017.

Sub : Consolidated Report of the Scrutinizer on remote e - voting and poll provided for the NCLT convened meeting of the Equity shareholders of the Demerged Company held on Friday, 28th April, 2017 at 10:30 A.M. at Govindham Banquet Hall, WZ 306- 0 Data Ram Marg, Near Flyover Sector-7, Dwarka, New Delhi.

Dear Sir,

I, RaviBhushan Kumar, Partner, SR & Associates, Company Secretaries having office at H-107, Sector 63, Noida-201301 have been appointed as Scrutinizer by Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, vide Para 20(F) of the Order dated 14th March 2017 in the matter of Re. Himalya International Limited as to scrutinize the electronic voting and poll on the Resolution contained in the notice of the NCLT Convened meeting of Equity Shareholders of Himalya International Limited held on 28th April, 2017 at 10:30

रविभूषण कुमार / Ravi Bhushan Kumar
कंपनी सचिव / Company Secretary
सदस्यता संख्या-F-7731 / Member Ship No.F-7731
पैसा प्रमाणपत्र संख्या-8637
Certificate of Practice Number-8637
नोएडा / Noida



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A.M. at Govindham Banquet Hall, WZ 306 - 0 Data Ram Marg, Near Flyover
Sector -7, Dwarka, New Delhi.

I do hereby submit my report as under: -

1. Dispatch of Notice convening the Meeting:

The Demerged Company has informed that it had appointed Beetal Financial Computer Services Pvt. Ltd. as the Registrar and Share Transfer Agent of the Demerged Company and who is responsible for sending notice through electronic means to the equity shareholders on behalf of the Demerged Company. Further the Demerged Company has availed the service of Anandmail Express Private Limited as courier agency for sending notice through physical mode.

The Demerged Company has further confirmed that on the basis of the register of members and list of beneficial owners made available by the depository i.e. Central Depository Service (India) Limited (CDSL) the Demerged Company has completed dispatch of notice dated 23rd March 2017 as under:

- **By Emails:** On 27th March, 2017 by E-mail to 7,780 members who had registered their e-mail ids with the Demerged Company / Registrar & Transfer Agent, out of which 1,231 emails have bounced back.

(a Copy of Certificate received from Beetal Financial Computer Services Private Limited is annexed herewith as **Annexure - 1**)

Beetal Financial Computer Services Private Limited has also declared and confirmed that said notices have been sent through authorised and secured computer system and programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the Members and registered with them. They have used a system



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which produces confirmation of the total number of recipients e-mailed and a record of each recipient to whom the Notices have been sent and copies of such record and any Notices of any failed transmissions and subsequent resending are retained by them on behalf of the Demerged Company as "proof of sending".

- **By Courier:** On 28th March 2017 by courier to 9,273 members in physical form out of which 496 notices have been returned.
(A certificate from the Courier Company is annexed herewith as **Annexure -2**)

- **By Courier:** On 29th March 2017 another attempt has been made to send the notices through courier to the 1,231 shareholders whose notices had bounced back through email (A copy of Certificate received from the Courier Company is annexed herewith as **Annexure 3**)

The Demerged Company has also published the information relating to meeting of the shareholders in two newspapers namely, "Jansatta" (Hindi Daily) in English and in "the Indian Express" (English Daily) in English on 24th March 2017 as per the instructions by Hon'ble National Company Law Tribunal, Principal Bench, New Delhi with a deviation that in both newspapers i.e. in Hindi newspaper and in English newspaper information was published in English Language. (A copy of News papers is attached herewith A Annexure - 4)

2. Cut-Off-Date:

The Demerged Company has confirmed that voting rights were reckoned as on 17th March 2017, being the cut-off date for the purpose of deciding the entitlements of members at the e-voting and voting at the meeting.



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3. Proposed Resolution:

Approval for Composite Scheme of Arrangement proposed to be made between Himalya International Limited (Demerged Company/Applicant Company No. 1), Appetizers And Snacks Foods Limited (Resulting Company No. 1/Applicant Company No. 2), Himalya Green Apartments Limited (Resulting Company No. 2/ Applicant Company No. 3) and their respective shareholders and creditors. Following resolution was proposed to be passed as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-234 of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with, the observation letter issued by the BSE Limited dated January 13, 2017, relevant provisions of other applicable laws, the provisions of the Memorandum and Articles of Association of the Demerged Company/Applicant Company No. 1 and subject to the approval of the Principal Bench, New Delhi of National Company Law Tribunal, the Competition Commission of India, the Reserve Bank of India, and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include the committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed arrangement in the Scheme placed before this meeting and initialed by the Chairman of the meeting for the purpose of



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identification, be and is hereby approved. RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution 3 and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

4. Remote e-voting:

➤ **Agency:**

The Demerged Company has appointed Central Depository Service (India) Limited (CDSL) as the agency for providing the platform for remote e-voting platform.

➤ **Remote e-Voting:**

Remote e-voting platform was opened from 10:00 AM on Tuesday, 25th April 2017 to 5:00 pm on Thursday, 27th April 2017 and members were required to cast their votes electronically conveying their assent or dissent in respect of the said Ordinary Resolution on the e-voting platform provided by CDSL.

5. Voting at the Meeting:

- **Compliance of Rule 20, 21 and other relevant rules :** As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have casted their votes through remote e- Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have casted their votes through remote



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e-voting, such as their names, DP Id/ Client Id, Folio number, number of shares held but not the manner in which they have voted.

Further I have duly accessed from the system of Beetal Financial Computer Services Pvt. Ltd, the Registrar and Share and Transfer Agent (RTA) of the Company, the Register of Members, Attendance Register and Register of Proxies and other relevant information maintained by the RTA along with all the documents received by the Company pursuant to sections 105, 112 and section 113. The same along with other provisions mentioned in Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 have been duly complied with.

- The Salient features of the proposed Scheme of Arrangement were read over and explained to the Shareholders present by the Chairman Cum Managing Director of the Demerged Company/Applicant Company No.1. Para 7.4 of the proposed Composite Scheme of Arrangement was amended as there was a typographical error in the original proposed Scheme of Arrangement circulated to the Equity Shareholders. The amended para substituted "Applicant No.2" with "Applicant No.1" and the same was circulated to the Equity Shareholders present. The rest of the proposed Scheme of Arrangement remained the same.
- At the meeting, the Chairman ordered poll to facilitate the members/proxies present at the NCLT convened meeting and who did not vote in the electronic voting system.
- The poll papers were serial numbered and diligently scrutinized, reconciled and initialed by me with the records maintained by the Demerged Company/RTA.
- Two empty Ballot boxes were kept at the meeting which were locked in my presence with due identification marks placed by the Chairman of the meeting and voting through secret ballot paper which were initialed by me as identification was started.



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6. Counting Process:

Once the polling was over, The E-vote cast was unblocked and finalized at 12.00 Noon on 28th April, 2017 and the locked ballot boxes were opened in the presence of two witnesses viz. Mrs. Prachi Singh and Ms. Parishmita Hazarika, who are not in the employment of the Demerged Company.

7: RESULTS:

- The E-voting results with details of equity shareholders who have voted in favour of the resolution or against the resolution were downloaded from the website of Central Depository Services Limited i.e. www.evotingindia.com.
- The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The result of the E-Voting together with poll is as under:

Voted in favour of the resolution:

THROUGH E-VOTING				THROUGH INSTANT POLL AT THE MEETING			
Number of Member Voted	Number of votes casted by them (In proportionate with their shareholding)	Paid-Up Value of the Vote Casted	% of total number of valid votes casted	Number of members present and voting (in person or by proxy)	Number of votes casted by them (In proportionate with their shareholding)	Paid-Up Value of the Vote Casted	% of total number of valid votes casted
39	29727622	297276220	100	98	4990	49990	99.9199

Voted against the resolution:

THROUGH E-VOTING				THROUGH INSTANT POLL AT THE MEETING			
Number of Member Voted	Number of votes casted by them (In proportionate with their shareholding)	Paid-Up Value of the Vote Casted	% of total number of valid votes casted	Number of members present and voting (in person or by proxy)	Number of votes casted by them (In proportionate with their shareholding)	Paid-Up Value of the Vote Casted	% of total number of valid votes casted
0	0	0	0	3	4	40	0.0801



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The total 140 shareholders vote was valid (39 through E-voting and 101 through an instant poll at the meeting) out of which 137 shareholders holding 29732612 share of Rs. 10 each, comprising 99.99 % of the total vote casted, is in favor of the resolution.

➤ **Invalid Votes:**

14 ballot papers were found invalid which are detailed below:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	Not Indicated

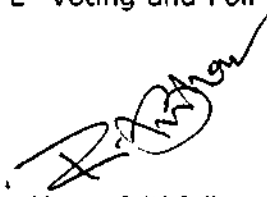
8. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed as **Annexure - 5**.
9. All relevant records of the voting conducted through E- voting process are handed over to the Company Secretary of the Demerged Company for safe keeping.

Based on the aforesaid results, Resolution of the Notice dated 23rd March, 2017 has been passed by the Equity Shareholders through remote E- Voting and Poll at the Meeting with requisite majority.

Thanking you,

Place: New Delhi

Dated: 7th May 2017


 Yours faithfully,

Ravi Bhushan Kumar

रविभूषण कुमार / Ravi Bhushan Kumar
कंपनी सचिव / Company Secretary
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