

# **B. K. BARIK & ASSOCIATES**

**Company Secretaries**

3A, Garstin Place, 4th Floor

Kolkata - 700 001

Phone : 2262 1047 / 48, 6519 3194

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**SCRUTINIZER'S REPORT FOR E-VOTING PURSUANT TO SECTION(S) 108 AND 109 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND RULE 21 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

To

The Chairman

Annual General Meeting of the Equity Share holders of  
**NAVKETAN MERCHANTS LIMITED**

to be held at the Registered Office of the Company at

**12, WATERLOO STREET, KOLKATA-700069**

**on 30<sup>TH</sup> September, 2014 at 11.30 a.m.**

Dear Sir

**Sub: Passing of resolution(s) through electronic means conducted for the Annual General Meeting of the Equity Share holders NAVKETAN MERCHANTS LIMITED held between 23<sup>rd</sup> day of September, 2014(9.00a.m.) to 25<sup>th</sup> day of September, 2014(6.00 p.m.)**

I, B.K.Barik,FCS, Practising Company Secretary of **B.K.Barik & Associates**, Company Secretaries, Kolkata, have been appointed as a Scrutinizer by the Board of Directors of **NAVKETAN MERCHANTS LIMITED** (the Company) for the e-voting held between 23<sup>rd</sup> day of September, 2014(9.00a.m.) to 25<sup>th</sup> day of September, 2014(6.00 p.m.)

**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made there under in relation to exercising of voting rights through electronic means.

**Responsibility as a Scrutinizer**

My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Resolution(s) set out in the notice convening the Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository, Services Limited (CDSL), the authorized agency engaged by the Company for providing e-voting facilities. I submit my report as under



Page.....1/9

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The result(s) of E- voting is/are as under:

Resolution no.1(Ordinary Resolution)

"(a) To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2014 and the Reports of the Board of Directors and Auditors thereon."

"(b) To receive, consider adopt the Audited consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2014."

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	135	23040100	99.89%

VOTES CAST AGAINST THE RESOLUTION

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

INVALID VOTES

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	1	26000	0.11%



**Resolution no.2(Ordinary Resolution)**

"To reappoint Mr. Jai Narayan Gupta bearing DIN 00570313, who retires by rotation and being eligible, offers himself for re-appointment."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

**VOTES CAST AGAINST THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

**INVALID VOTES**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL



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## Resolution no.3(Ordinary Resolution)

"To appoint M/s Gora & Co, Chartered Accountants, pursuant to the resolution passed by the board in the board meeting held on 29.05.2014, for a term of five years commencing from the ensuing Annual General Meeting till the conclusion of the sixth Annual General Meeting there from and to fix their remuneration on appointment. In this regard to consider, and if thought fit to pass with or without modification(s), the following resolution passed as an Ordinary Resolution."

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014 and considering the recommendations the recommendations made by the Audit Committee to the board in view of the unwillingness of the existing auditor to continue his office by way of reappointment and pursuant to the resolution passed by the board thereafter in the board meeting held on 29.05.2014, the consent of the shareholders be, and is hereby, granted, to appoint M/s Gora & Co, Chartered Accountants for a term of five years commencing from the ensuing Annual General Meeting till the conclusion of the sixth Annual General Meeting there from, at a remuneration to be mutually agreed upon between the Auditors and the Company."

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

## VOTES CAST AGAINST THE RESOLUTION

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

## INVALID VOTES

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL



Page.....4/9

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**Resolution no.4(Ordinary Resolution)**

**"To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:"**

**"RESOLVED THAT, pursuant to provision of section 149,150 and 152 and any other applicable provisions of the Companies Act, 2013, and rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Raj Kumar Agarwal bearing DIN 00637071, who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 read with Regulation 82(1) of the Articles of the Company with effect from May 1,2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director of the Company, be, and is hereby, appointed as an Non-Executive Independent Director of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation."**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

**VOTES CAST AGAINST THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

**INVALID VOTES**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL



**Resolution no.5(Ordinary Resolution)**

**"To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:"**

**"RESOLVED THAT,** pursuant to provision of section 149,150 and 152 and any other applicable provisions of the Companies Act, 2013, and rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Amit Kumar Mishra bearing DIN 03099786, who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 read with Regulation 82(1) of the Articles of the Company with effect from May 1,2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director of the Company, be, and is hereby, appointed as an Non-Executive Independent Director of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

**VOTES CAST AGAINST THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

**INVALID VOTES**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL



**Resolution no.6(Ordinary Resolution)**

**"To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:"**

**"RESOLVED THAT,** pursuant to provision of section 149,150 and 152 and any other applicable provisions of the Companies Act, 2013, and rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Amitava Dutt bearing DIN 06883475, who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 read with Regulation 82(1) of the Articles of the Company with effect from May 1,2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director of the Company, be, and is hereby, appointed as an Non-Executive Independent Director of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

**VOTES CAST AGAINST THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

**INVALID VOTES**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL



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## Resolution no.7(Ordinary Resolution)

"To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:"

"RESOLVED THAT, pursuant to provision of section 196, 203 and any other applicable provisions of the Companies Act, 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Ankita Jhunjunwala, by the board in their meeting held on 08.04.2014, as Woman Director and Managing Director hence Key Managerial Personnel(KMP) of the Company with effect from 12<sup>th</sup> May, 2014 for the period of 5 years on the terms and conditions contained in the letter of appointment be, and is hereby, approved by the shareholders."

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

## VOTES CAST AGAINST THE RESOLUTION

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

## INVALID VOTES

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL



Page.....8/9

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**Resolution no.8(Special Resolution)**

"To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:"

"RESOLVED THAT, pursuant to provision of section 197, 203 and any other applicable provisions of the Companies Act, 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Section II of Part II of Schedule V to the Companies Act, 2013 and considering the recommendations made by the Nomination and Remuneration Committee to the board and upto approval by the shareholders, M/s Ankita Jhunjhunwala, Managing Director of the Company, shall be paid a remuneration of Rs. 3,00,000/- (Rupees Three Lakh only) per annum."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	136	23066100	100%

**VOTES CAST AGAINST THE RESOLUTION**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

**INVALID VOTES**

Mode of voting	Numbers of members voted through electronic means	Number of votes cast	Percentage of total number of votes cast
E-Voting	NIL	NIL	NIL

Date: 27/09/2014

Place: Kolkata



B.K. Barik

Practising Company Secretary

C.P. No. 3897

Page.....9/9

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