



CONSOLIDATED SCRUTINIZER'S REPORT

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

**The Chairman
of the 72nd Annual General Meeting of
Jardine Henderson Limited
4, Dr. Rajendra Prasad Sarani (Clive Row)
Kolkata-700001**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 72nd Annual General Meeting of the members of “**Jardine Henderson Limited**” (“*Company*”) held on Thursday, 26th July, 2018 at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata- 700017 at 10.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 30th May, 2018. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Niche Technologies Pvt. Ltd., the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 23rd July, 2018 up to 5.00 P.M. IST on Wednesday, the 25th July, 2018.
2. The Shareholders holding shares as on the “cut off” date, i.e. 19th July, 2018 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 30th May, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 26th July, 2018 around 1:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [**EVSN : 180608002**] and votes casted through physical ballot papers distributed at the AGM venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1****Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2018 and Report of Board of Directors and Auditors thereon***(i) Voted in favour of the Resolution:*

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 46 | 123845 | |
| Voting by ballot | 22 | 12450 | |
| Total | 68 | 136295 | 99.997% |

(ii) Voted against the Resolution:

| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 1 | 4 | |
| Voting by ballot | 0 | 0 | |
| Total | 1 | 4 | 0.003% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|
| 4 | 8 |



