

HIMANSHU SHARMA & ASSOCIATES

GF- 466, Krishna Street, Kotla mubarakpur, South extension -1
New Delhi - 110003; Mob:- 9650115121; 9654281449

SCRUTINIZER'S REPORT

To,
The Chairman
Himalya International Limited
E - 555, 1st & 2nd Floor
Palam Extension, Sector - 7, Dwarka
New Delhi-110077

Dear Sir,

Sub: Scrutinizer's Report on passing of Resolution through postal ballot under relevant provisions of the companies ACT, 2013 read with the Companies(Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013.

I, Himanshu Sharma, Proprietor of Himanshu Sharma & Associates, Company Secretaries Firm (M.N. FCS 27235, C.P. No. 11553) having its office at GF- 466, Krishna Street, Kotla mubarakpur, South extension -1, New Delhi - 110003, has been appointed as a Scrutinizer of **Himalya International Limited** ("the Company") for conducting the postal ballot voting process under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to pass the below mentioned resolution(s). We submit our report as under:

1. The company has completed on 18th December, 2015 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on 11th December, 2015.
2. The e-voting period remained open from Tuesday 22nd December 2015 at 9.00 AM and ends on Wednesday 20th January 2016 at 5.00 PM
3. Particulars of all postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
4. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
5. No postal ballot forms including e-voting received after the close of the working hours, i.e. 5.00 P.M on Wednesday, 20th day of January, 2016 the last day and time fixed by the company has been considered by me.
6. None of the incomplete, unsigned or incorrect postal ballot form has been considered.
7. I did not find any defective ballot forms.
8. I further report that the e-voting data and physical Ballots were scrutinized by me for verification of votes cast in favor and against the resolution.



9. In terms of the requirements of the companies Act, 2013 the postal Ballot forms and other related papers/registers and records will be handed over to the company for safe custody of the same after signing of the minutes of postal Ballot process.

10. The results of the voting is as under:

A) **RESOLUTION 1: Special Resolution under Section 4 & 13 of Companies Act, 2013 for alteration in object clause (clause III (A)) of Memorandum of Association of the Company.**

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	19	2770236	99.91%
Postal Ballot Forms Received	3	2600	0.09%
Total	22	2772836	100%

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	4	1050	100%
Postal Ballot Forms Received	Nil	Nil	Nil
Total	4	1050	100%

(iii) **Invalid Votes:**

Total number of members whose voted were declared invalid	Total numbers of votes cast by them
2	250

B) **RESOLUTION 2: Special Resolution under Section 4 & 13 of Companies Act, 2013 to amend Clause III (B) of the Memorandum of Association.**

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	19	2770236	99.91%
Postal Ballot Forms Received	3	2600	0.09%
Total	22	2772836	100%

(ii) **Voted against the resolution:**

	Number of	Number of votes	% of total



	Members voted	cast	number of valid votes cast
E-voting	4	1050	100%
Postal Ballot Forms Received	Nil	Nil	Nil
Total	4	1050	100%

(iii) **Invalid Votes:**

Total number of members whose voted were declared Invalid	Total numbers of votes cast by them
2	250

C) **RESOLUTION 3:** Special Resolution under Section 4 & 13 of Companies Act, 2013 to delete the Other Objects (Clause III (C)) of the Memorandum of Association of the Company

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	19	2770236	99.91%
Postal Ballot Forms Received	3	2600	0.09%
Total	22	2772836	100%

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	4	1050	100%
Postal Ballot Forms Received	Nil	Nil	Nil
Total	4	1050	100%

(iii) **Invalid Votes:**

Total number of members whose voted were declared Invalid	Total numbers of votes cast by them
2	250

D) **RESOLUTION 4:** Special Resolution under Section 4 13, Amendment of the liability clause of the memorandum of association of the company

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	19	2770236	99.91%
Postal Ballot Forms Received	3	2600	0.09%



Total	22	2772836	100%
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(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	4	1050	100%
Postal Ballot Forms Received	Nil	Nil	Nil
Total	4	1050	100%

(iii) Invalid Votes:

Total number of members whose voted were declared Invalid	Total numbers of votes cast by them
2	250

(E) RESOLUTION 5: Special Resolution under Section 14 for adoption of new set of article of Association of the company.

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	19	2770236	99.91%
Postal Ballot Forms Received	3	2600	0.09%
Total	22	2772836	100%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of valid votes cast
E-voting	4	1050	100%
Postal Ballot Forms Received	Nil	Nil	Nil
Total	4	1050	100%

(iii) Invalid Votes:

Total number of members whose voted were declared Invalid	Total numbers of votes cast by them
2	250

11. The register, all other papers and relevant records relating to electronic voting and poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping.



Thanking you

Yours Faithfully
For Himanshu Sharma & Associates

Himanshu Sharma
Proprietor

Place: New Delhi
Dated: 25th January 2016

