

V. N. DEODHAR & CO.

Company Secretaries

V N DEODHAR

B.Com (Hons), B.A.,LL.B. (Gen.) F.C.S.

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REPORT OF SCRUTINIZER ON E-VOTING PROCESS OF CHOWGULE STEAMSHIPS LIMITED FOR ITS 53RD ANNUAL GENERAL MEETING

To
The Chairman,
Chowgule Steamships Limited
Chowgule House,
Marmugao Harbour,
Goa - 403803
Corporate Identity Number (CIN): L63090GA1963PLC000002

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of scrutinizing the E- Voting process in a fair and transparent manner for the resolutions to be passed at the 53rd Annual General Meeting of the company to be held on Friday 29th July, 2016 at 11.00 A. M. at the Registered Office of the Company situated at Chowgule House, Marmugao Harbour, Goa – 403803 and ascertaining the requisite majority on E-voting carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014. The Company sought approval of Members to the following Resolutions via E- Voting:

1. The E-voting period commenced at 9.00 a.m. on Tuesday 26th July, 2016 and ended at 5.00 p.m. on Thursday 28th July, 2016. The e-Voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the date of dispatch of Notice.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 22nd July, 2016 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 53rd Annual General Meeting of the Company.
4. The Votes are unblocked on 29th July,2016 in the presence of two witnesses, namely, Mr. Santosh Mahadeo Kelkar, residing at 15/A/8, Central Park, Bolinj, Virar Agashi Road, Virar (West) Pin 401305 and Ms. Vidya Pitale, residing at 108, B Wing, Parijat Co-op. Society, Boleshwari Road, Virar (West) Pin 401305 who are not in employment of the Company. They have signed below in confirmation of the E – votes being unblocked in their presence.



SANTOSH MAHADEO KELKAR

VIDYA PITALE

5. Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against" was downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).

We Submit our Report as Under:

The result of E- Voting for Resolution No.1 to 5 is as under:

RESOLUTION No.1

To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

- i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
7	376	100%

- ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

- iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

2. To appoint Director in place of Mr. Vijay V. Chowgule , who retires by rotation and being eligible, offers himself for re-appointment.

- i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
6	235	100%

- ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

- iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%



3. To appoint Director in place of Mr. Mangesh Sawant , who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
6	235	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

4. To confirm and ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their Remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the shareholders at the Fifty First Annual General Meeting of the Members held on July 9, 2014, the appointment S.B. Billimoria & Co., Chartered Accountants (Registration No. 101496W) as Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the audit committee in consultation with the Auditors.”

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
7	376	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast



Company Secretaries

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of SEBI (listing Obligation & Disclosure Requirements) Regulation 2015 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made there under (including any amendments, modifications or re-enactments thereof), members of the Company do hereby ratify and accord their approval to the contract entered into by the Company with Chowgule And Company Private Limited, being a Related Party pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for acquisition of River-Sea vessel viz. Chowgule- 7 on the terms and conditions as set out in the explanations statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereafter referred to as “the Board”, which term shall deem to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter, vary and renew the terms and conditions in connection with the said transactions as they may deem fit in the interest of the Company.

“**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things necessary to carry on the terms of this resolution; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek approval/ consent from the government departments, as may be required in this regard.”

- i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
6	235	100%

- ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

- iii) **Invalid** Votes:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

The detailed voting pattern is attached. We report that based on the said voting pattern all the Resolutions have been passed with requisite majority.

For V.N. DEODHAR & Co.



V N DEODHAR
PROP

Place: Goa

Dated: 29th July, 2016