

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
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Website : www.aklabh.com

REPORT OF SCRUTINIZER [E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

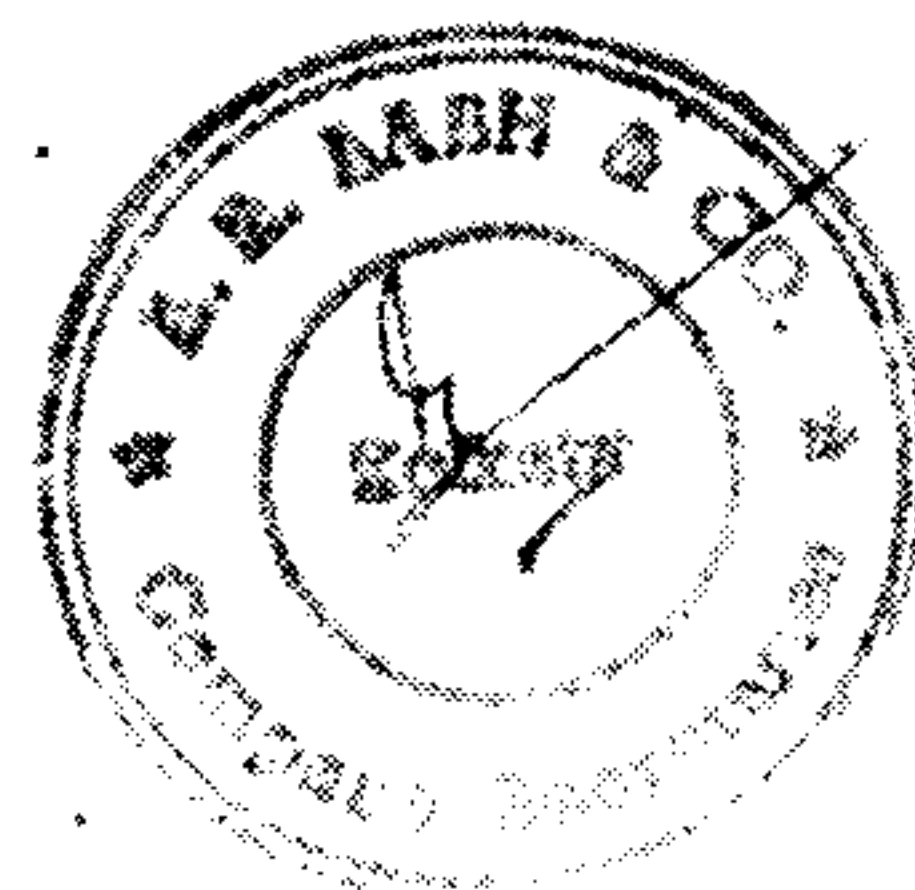
**The Chairman
METROPOLI OVERSEAS LIMITED
2, B. B. D Bag (East)
Kolkata - 700001**

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 23rd Annual General Meeting of the members of “**METROPOLI OVERSEAS LIMITED**” (“*Company*”) to be held on Monday, the 29th day of September, 2014 at 12.00 noon at Boys’ Own library & Young Men’s Institute, 2, Boys’ Own Library Row, Kolkata – 700 006, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 10.00 AM (IST) on Monday, the 22nd day of September, 2014 up to 6.00 PM (IST) on Wednesday, the 24th day of September, 2014.
2. The Shareholders holding shares as on the “cut off” date, i.e. 14th day of August, 2014 were entitled to vote on the proposed 11 (Eleven) resolutions as mentioned in the notice dated 14th day of August, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 25th day of September, 2014 at 11.30 AM (IST) in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.



Certified Filing Center for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. Of India
Certified Filing Center for e-filing under ACES (Central Excise & Service Tax)



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4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)
5. The result of the e-voting [EVSN : 140828026] is as under :

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of accounts for the year ended 31.03.2014

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

b) Resolution 2

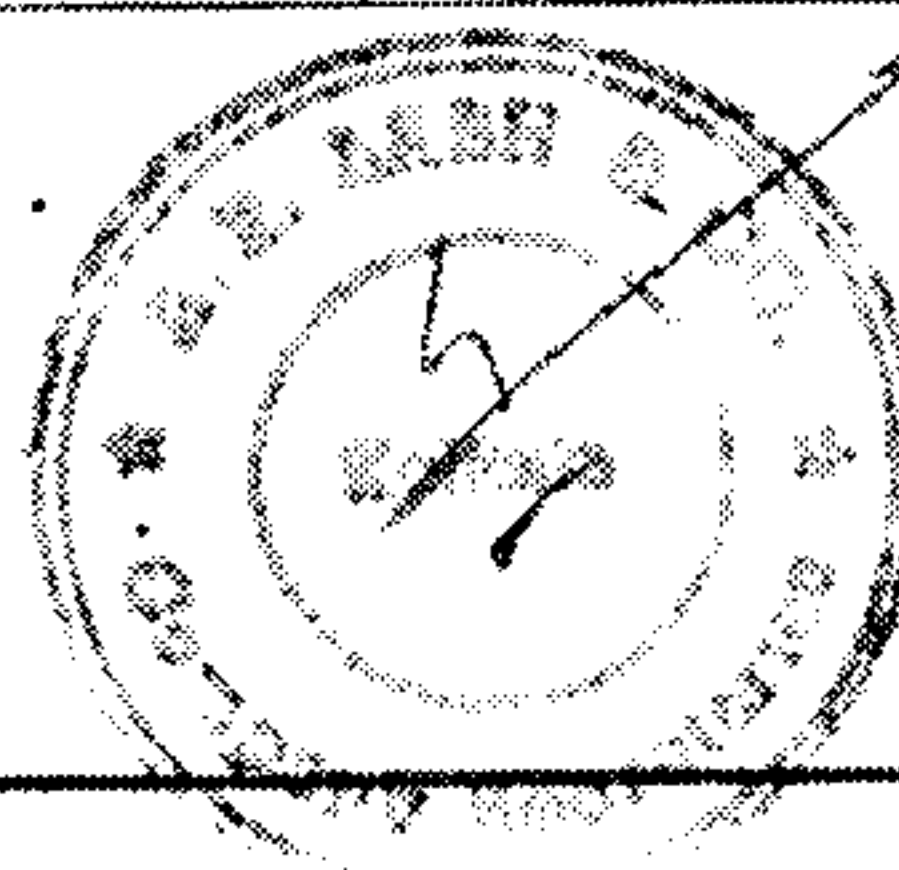
Re-appointment of Mr. Sunil Kumar Poddar (DIN: 00783366) as a Director

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

c) Resolution 3

Appointment & fixation of remuneration of Auditors M/s A. K. Kataruka & Co., Chartered Accountants (Firm Registration No- 30054927)

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |



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** SPECIAL BUSINESS:**

d) Resolution 4

Appointment of Mr. Ajay Agarwal (DIN: 03474699) as an Independent Director

Type of Resolution: Ordinary Resolution

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | .NIL | Carried unanimously |

e) Resolution 5

Appointment of Mr. Amar Nath Singh (DIN: 00649810) as an Independent Director

Type of Resolution: Ordinary Resolution

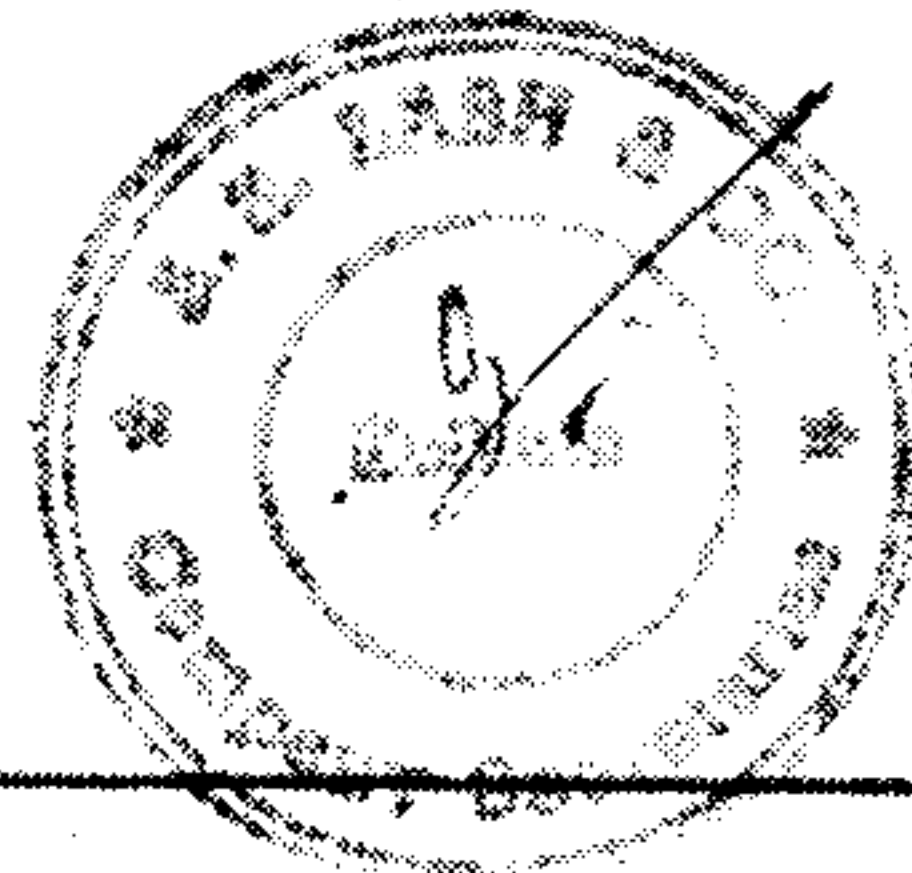
| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

f) Resolution 6

Appointment of Mrs. Jayatee Das (DIN: 06943796) as a Director

Type of Resolution: Ordinary Resolution

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |



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g) Resolution 7

Appointment of Mrs. Jayatee Das (DIN: 06943796) as an Independent Director

Type of Resolution: Ordinary Resolution

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

h) Resolution 8

Re-appointment of Mr. Ashok Kumar Mohta as a Managing Director

Type of Resolution: Special Resolution

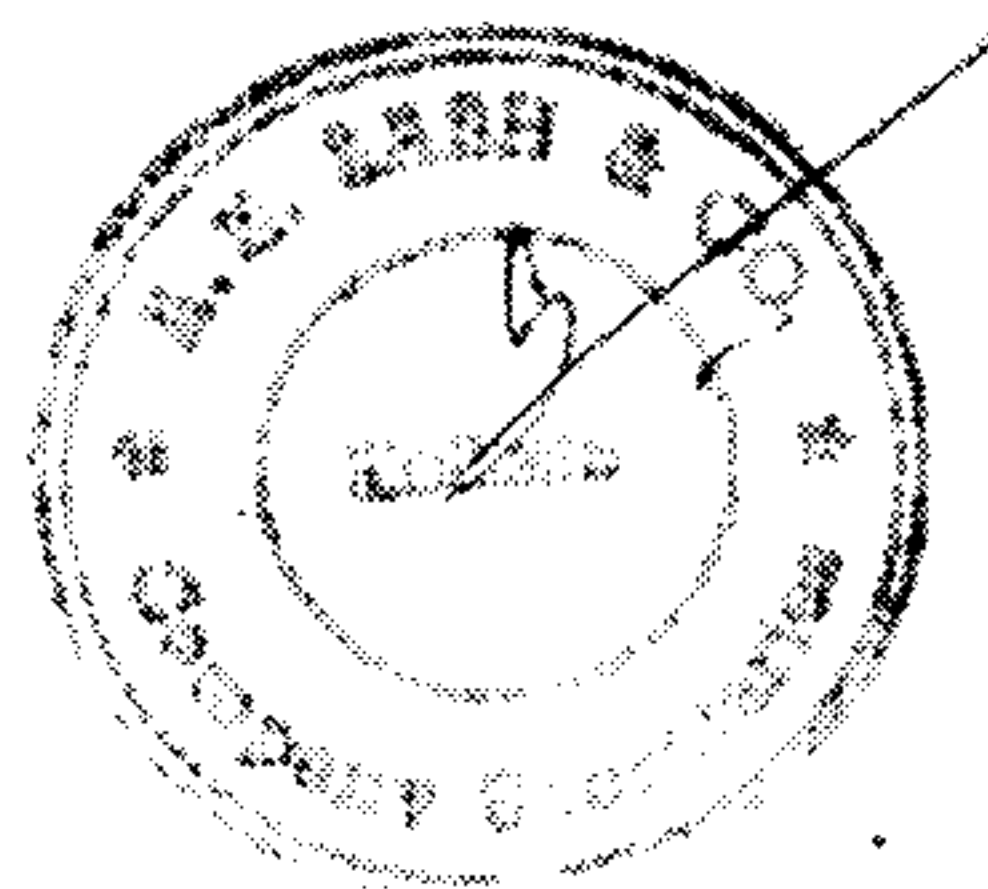
| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

i) Resolution 9

To approve and adopt in substitution the draft regulations contained in the Articles of Association

Type of Resolution: Special Resolution

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |



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j) **Resolution 10**
To fix the borrowing limits

Type of Resolution: **Special Resolution**

| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

k) **Resolution 11**
To create charge, mortgage on the assets of the Company

Type of Resolution: **Special Resolution**

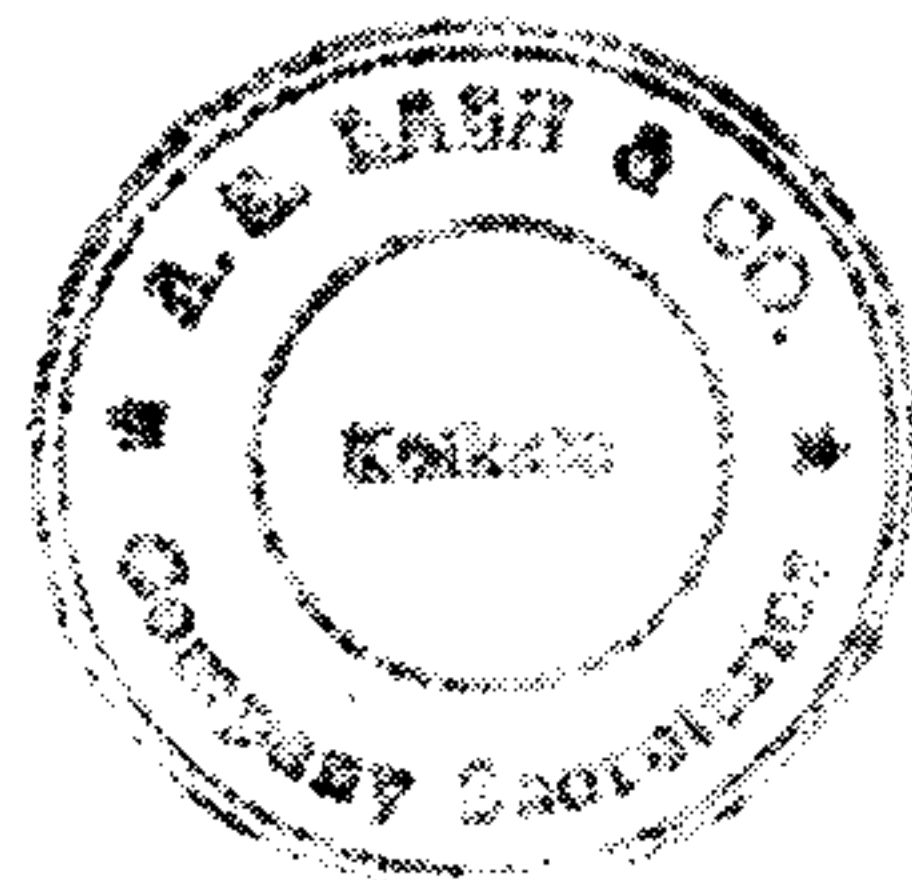
| Total No. of votes casted | Total No. of votes casted in favour | Total No. of votes casted against | Result |
|---------------------------|-------------------------------------|-----------------------------------|---------------------|
| 4330300 | 4330300 (100%) | NIL | Carried unanimously |

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You.

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP - 3238



Place: Kolkata
Dated: 26.09.2014

