

### COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR WEIZMANN LIMITED

To,  
The Chairman,  
28<sup>TH</sup> Annual General Meeting  
WEIZMANN LIMITED  
214, Empire House, Dr. D. N. Road  
Ent. A. K. Nayak Marg, Fort  
Mumbai – 400001

**Sub; Passing of Resolution through Electronic Voting and Poll conducted at the 28<sup>TH</sup> AGM of WEIZMANN LIMITED (the Company) held on Monday, 14<sup>th</sup> September, 2015 at Babasaheb Dahanukar Hall, Oricon House, Kala Ghoda, Mumbai – 400001.**

Dear Sir,

The Company had appointed me as a Scrutinizer to scrutinize the E-voting process and also for the Poll held at the 28<sup>TH</sup> AGM of the Company held on September 14, 2015.

The E-voting was held between 11<sup>th</sup> September, 2015 (9.00a.m.) to 13<sup>th</sup> September, 2015 (5.00 p.m.).

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Friday, 11<sup>th</sup> September, 2015 at 9:00 a.m. to Sunday, 13<sup>th</sup> September, 2015 at 5:00 p.m. Bigshare Services Private Limited are the Registrar and Share Transfer Agents of the Company.

At the 28<sup>TH</sup> AGM of the Company held on 14<sup>th</sup> September, 2015, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.



The result of the E-voting together with those of the Poll are as under:

Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March 2015 including Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	28	10688674	99.99981	2	20	0.00019
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>51</b>	<b>13684703</b>	<b>99.99985</b>	<b>2</b>	<b>20</b>	<b>0.00015</b>

**Note:** There were no invalid votes and no shareholder abstained from voting on this resolution.

Item No. 2 - Ordinary Resolution

Declaration of Dividend on Equity Shares.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	28	10688674	100	0	0	0
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>51</b>	<b>13684703</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Note:** There were no invalid votes and two shareholders abstained from voting on this resolution.



Item No. 3 - Ordinary Resolution

To appoint a Director in place of Mr. Vinesh N. Davda, who retires by rotation and being eligible, offers himself for reappointment as a Director of the Company.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	27	10688276	99.99609	3	418	0.00391
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>50</b>	<b>13684305</b>	<b>99.99696</b>	<b>3</b>	<b>418</b>	<b>0.003054</b>

**Note:** There were no invalid votes and no shareholder abstain from voting on this resolution.

Item No. 4 - Ordinary Resolution

Appointment of Auditors.

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	28	10688674	99.99981	2	20	0.00019
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>51</b>	<b>13684703</b>	<b>99.99985</b>	<b>2</b>	<b>20</b>	<b>0.00015</b>

**Note:** There were no invalid votes and no shareholder abstained from voting on this resolution.



Item No. 5 - Ordinary Resolution

**Appointment of Mr. Ganesh N. Kamath as an Independent Director**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	27	10688673	99.99981	2	20	0.00019
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>50</b>	<b>13684702</b>	<b>99.99985</b>	<b>2</b>	<b>20</b>	<b>0.00015</b>

**Note:** There were no invalid votes and one shareholders abstained from voting on this resolution.

Item No.6 - Ordinary Resolution

**Appointment of Mr. B.S. Shetty as Independent Director.**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	28	10688674	99.99981	2	20	0.00019
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>51</b>	<b>13684703</b>	<b>99.99985</b>	<b>2</b>	<b>20</b>	<b>0.00015</b>

**Note:** There were no invalid votes and no shareholder abstained from voting on this resolution.



Item No. 7 - Ordinary Resolution

**Appointment of Mrs. Smita V. Davda as an Non Executive & Non- Independent Director.**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age
E-voting	27	10688276	99.99628	1	398	0.00372
Poll	23	2996029	100	0	0	0
<b>TOTAL</b>	<b>50</b>	<b>13684305</b>	<b>99.99709</b>	<b>1</b>	<b>398</b>	<b>0.00291</b>

**Note:** There were no invalid votes and two shareholders abstained from voting on this resolution.

**All resolutions stand passed under e-voting and poll by requisite majority.**

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e-voting and Poll by the shareholder of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,



**MARTINHO FERRAO**  
Scrutinizer  
Practicing Company Secretary



Date: 15<sup>th</sup> September, 2015  
Place: Mumbai

### FORM MGT-13

### Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**WEIZMANN LIMITED** held on Monday, 14<sup>th</sup> September, 2015,  
Babasaheb Dahanukar Hall, Orion House,  
Kala Ghoda, Mumbai – 400001.

Dear Sir,

I, Martinho Ferrao, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 28<sup>th</sup> Annual General meeting of the Equity Shareholders of **WEIZMANN LIMITED**, held on **Monday, 14<sup>th</sup> September, 2015**, Babasaheb Dahanukar Hall, Orion House, Kala Ghoda, Mumbai – 400001, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the, **Bigshare Services Private Limited** Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**Resolution No. 1**

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March 2015 including Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



## Resolution No. 2

### Declaration of Dividend on Equity Shares.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





### Resolution No. 3

To appoint a Director in place of Mr. Vinesh N. Davda, who retires by rotation and being eligible, offers himself for reappointment as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



## Resolution No. 4

### Appointment of Auditors.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



## Resolution No. 5 (Ordinary resolution)

Appointment of Mr. Ganesh N. Kamath as an Independent Director

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



## Resolution No. 6 (Ordinary resolution)

### Appointment of Mr. B.S. Shetty as Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Item No. 7 - Ordinary Resolution

**Appointment of Mrs. Smita V. Davda as an Non Executive & Non- Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2996029	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,



MARTINHO FERRAO  
Scrutinizer  
Practicing Company Secretary



Date: 15<sup>th</sup> September, 2015  
Place: Mumbai

## RESULTS OF VOTING OF WEIZMANN LIMITED 28TH AGM RESOLUTIONS – CLAUSE 35A

1. To receive consider, and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2015 including the Audited Balance sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the report of the Directors and Auditors thereon.

Resolution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 1							
Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes- against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373517	39.82	2373497	20	99.99	0.00
Total	17271536	13684703	79.23	13684683	20	99.99	0.00

2. To confirm the declaration of dividend @ 5% on equity shares

Resolution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 2							
Promoter/Public	No. of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes- against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373517	39.82	2373517	0	100.00	0.00
Total	17271536	13684703	79.23	13684703	0	100.00	0.00



3. To appoint a Director in place of Shri Vinesh N.Davda as Director, who retires by rotation and being eligible offer himself for re-appointment.

Resoution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 3							
Promoter/Public	No.of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes-against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373119	39.82	2372701	418	99.99	0.00
Total	17271536	13684305	79.23	13683887	418	99.99	0.00

4. To appoint M/s. U.B.Sura & Co., Chartered Accountants and M/s. Shyam C.Agrawal &Co., Chartered Accountants the retiring Auditors of the Company as Joint Auditors who shall hold office from the conclusion of this Annual General meeting to the conclusion of the next Annual General meeting and to fix their remuneration.

Resoution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 4							
Promoter/Public	No.of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes-against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373517	39.82	2373497	20	99.99	0.00
Total	17271536	13684703	79.23	13684683	20	99.99	0.00





5. To appoint Shri Ganesh N. Kamath as an Independent Director

Resoution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 5							
Promoter/Public	No.of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes- against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373516	39.82	2373496	20	99.99	0.00
Total	17271536	13684702	79.23	13684682	20	99.99	0.00

6. To appoint Shri Balady Shekar Shetty as an Independent Director

Resoution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 6							
Promoter/Public	No.of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes- against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373517	39.82	2373497	20	99.99	0.00
Total	17271536	13684703	79.23	13684683	20	99.99	0.00



7. To appoint Mrs. Smita V.Davda as an Non Executive & Non Independent Director.

Resoution Required : Ordinary Resolution

Mode of Vote : E Voting and Poll at AGM

Resolution 7							
Promoter/Public	No.of Shares Held	No. of Votes Polled	% of Votes polled on Outstanding Shares	Number of votes- in favour	Number of Votes- against	% of Votes in favour of votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter	11311186	11311186	100.00	11311186	0	100.00	0.00
Public Institution	200	00	0	0	0	0	0.00
Public Others	5960150	2373119	39.82	2372721	398	99.99	0.00
Total	17271536	13684305	79.23	13683907	398	99.99	0.00

