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KAPAHI AND ASSOCIATES

(COMPANY SECRETARIES)

FLAT NO. 7C, EVERSHINE APARTMENTS, VIKAS PURI, NEW DELHI - 110018

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CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman of 30th Annual General Meeting (AGM) of the Equity Shareholders of Premium Merchants Limited held on Wednesday, the 30th September, 2015 at 11:00 A.M. at Registered office of the Company at A-1, Maharani Bagh, New Delhi- 110065.

Dear Sir,

1. I, Surrinder Kishore Kapahi, Proprietor of Kapahi And Associates, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of Premium Merchants Limited (the Company) for the purpose of:

   (a) Scrutinizing the Remote e-voting process under the Provisions of Section 108 of the Companies Act, 2013 (ACT) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and

   (b) Poll through ballot papers under the Provisions of Section 109 of the Act read with Rule 21 of the Rules, on the Resolutions contained in the Notice of the AGM of the Equity Shareholders of the Company held on Wednesday, the 30th September, 2015 at 11:00 A.M. at Registered office of the Company at A-1, Maharani Bagh, New Delhi- 110065.

2. 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 Poll on the resolutions contained in the Notice of the 30th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the remote e- voting process and for poll is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or " against" the resolutions contained in the Notice of the 30th Annual General Meeting (AGM), based on the reports generated from remote e- voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide remote e-voting facilities, engaged by the Company and also at the time of poll based on the records provided by the Registrar and Share Transfer Agents of the Company.

3. The E-voting period remained open w.e.f. 27.09.2015 (9:00 A.M.) to 29.09.2015 (5:00 P.M.). The votes were unblocked on 30.09.2015 at 01:00 P.M. in the Presence of two witnesses i.e. Ms. Megha Roze and Ms. Vanshika Rastogi, who are not in the Employment of the Company. They have signed below in confirmation of the event being unblocked in their presence:

(Megha) (Vanshika Rastogi)

Megha Roze Vanshika Rastogi

Regarding voting by poll, after the time fixed for closing of the Poll by the Chairman, the Ballot Box kept for polling was locked in my presence with due identification marks placed by me. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The

KAPAHI AND ASSOCIATES C.P. No. 1163

Poll papers were reconciled with the Record maintained by the Company/ Registrar and Share Transfer Agents of the Company and the Authorisations/ Proxies lodged by the Company.

There were no papers which were incomplete or found defective.

4. I, submit herewith my consolidated Scrutinizer's Report on the Results of voting by remote E-voting and poll conducted at the venue of the AGM as follows:

Item No. of Notice and heading of the Resolution	Number of members present and voting (in person or by proxy)	Votes in favour of the resolution		Number of votes against the resolution		Invalid votes
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	
1. Adoption of Audited financial Statement, Report of the Board of Directors and Auditors Report for the year ended 31st March, 2015.	19	865400	100%	0	0	0
2. Re- appointment of Mr. Krishan Kumar Modi (DIN: 00029407) Director of the Company, who retires by rotation.	19	865400	100%	0	0	0
3. Re- appointment of Mr. Rajeev Kapoor (DIN: 03155896) Director of the Company, who retires by rotation.	19	865400	100%	0	0	0
4. Ratification of Appointment of Statutory Auditors M/s R C Agarwal & Co.	19	865400	100%	0	0	0
5. Appointment of Ms. Babita Gupta (DIN: 0715430) as a Director of the Company.	19	865400	100%	0	0	0

Since the requisite number of votes cast in favour exceeded the number of votes cast against in respect of resolutions in Serial No. 1 to 5, I hereby report that the above resolutions were passed with requisite majority.

All the related records of Electronic voting and voting by Ballots will remain in my safe custody until the Chairman considers, approve and sign the Minutes of Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Yours faithfully,

(Surrinder Kishore Kapahi)
FCS- 1407, CP No.- 1118
SCRUTINIZER

Place: New Delhi
Date: 30.09.2015