

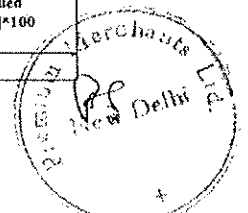
# PREMIUM MERCHANTS LIMITED

Registered office: A-1, Maharani Bagh, New Delhi - 110 065

CIN: L51909DL1985PLC021077, Tel: +91 11 26830014

E-mail id: premiummerchants123@gmail.com, website:www.pmltd.com

| Format for Voting Results  |                               |                        |                         |   |  |                            |  |  |
|--|-------------------------------|------------------------|-------------------------|---|--|----------------------------|--|--|
| Date of the AGM  |                               |                        |                         |   | 29th September, 2016   |                            |  |  |
| Total number of shareholders on record date  |                               |                        |                         |   | 124  |                            |  |  |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group: Public: |                               |                        |                         |   | 10   |                            |  |  |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group: Public            |                               |                        |                         |   | NIL  |                            |  |  |
| Agenda- Item No. 1   |                               |                        |                         |   | To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, together with the reports of the Board of Directors and Auditors thereon. |                            |  |  |
| Resolution required: (Ordinary/ Special)   |                               |                        | Ordinary Resolution     |   |  |                            |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?  |                               |                        | No                      |   |  |                            |  |  |
| Category   | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4)   | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group  | E-Voting                      | 720000                 | 720000                  | 100   | 720000   | 0                          | 100  | 0  |
|  | Poll                          | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A   | N.A  | N.A                        | N.A  | N.A  |
|  | <b>Total</b>                  | <b>720000</b>          | <b>720000</b>           | <b>72.14</b>  | <b>720000</b>  | <b>0</b>                   | <b>100</b>   | <b>0</b>   |
| Public-Institutions  | E-Voting                      | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Poll                          | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A   | N.A  | N.A                        | N.A  | N.A  |
|  | <b>Total</b>                  | <b>0</b>               | <b>0</b>                | <b>0</b>  | <b>0</b>   | <b>0</b>                   | <b>0</b>   | <b>0</b>   |
| Public-Non Institutions  | E-Voting                      | 278000                 | 145400                  | 52.30   | 145400   | 0                          | 100  | 0  |
|  | Poll                          | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A   | N.A  | N.A                        | N.A  | N.A  |
|  | <b>Total</b>                  | <b>278000</b>          | <b>145400</b>           | <b>14.57</b>  | <b>145400</b>  | <b>0</b>                   | <b>100</b>   | <b>0</b>   |
| <b>Total</b>   | <b>998000</b>                 | <b>865400</b>          | <b>86.71</b>            | <b>865400</b>                                       | <b>0</b>   | <b>100</b>                 | <b>0</b>   |  |
| Agenda- Item No. 2   |                               |                        |                         |   | To appoint a Director in place of Mr. Sanjay Kumar Gupta (DIN:00027728) who retires by rotation and being eligible, offers himself for re-appointment.   |                            |  |  |
| Resolution required: (Ordinary/ Special)   |                               |                        | Ordinary Resolution     |   |  |                            |  |  |
| Whether promoter/ promoter group are interested in   |                               |                        | No                      |   |  |                            |  |  |
| Category   | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4)   | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group  | E-Voting                      | 720000                 | 720000                  | 100   | 720000   | 0                          | 100  | 0  |
|  | Poll                          | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A   | N.A  | N.A                        | N.A  | N.A  |
|  | <b>Total</b>                  | <b>720000</b>          | <b>720000</b>           | <b>72.14</b>  | <b>720000</b>  | <b>0</b>                   | <b>100</b>   | <b>0</b>   |
| Public-Institutions  | E-Voting                      | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Poll                          | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A   | N.A  | N.A                        | N.A  | N.A  |
|  | <b>Total</b>                  | <b>0</b>               | <b>0</b>                | <b>0</b>  | <b>0</b>   | <b>0</b>                   | <b>0</b>   | <b>0</b>   |
| Public-Non Institutions  | E-Voting                      | 278000                 | 145400                  | 52.30   | 145400   | 0                          | 100  | 0  |
|  | Poll                          | 0                      | 0                       | 0   | 0  | 0                          | 0  | 0  |
|  | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A   | N.A  | N.A                        | N.A  | N.A  |
|  | <b>Total</b>                  | <b>278000</b>          | <b>145400</b>           | <b>14.57</b>  | <b>145400</b>  | <b>0</b>                   | <b>100</b>   | <b>0</b>   |
| <b>Total</b>   | <b>998000</b>                 | <b>865400</b>          | <b>86.71</b>            | <b>865400</b>                                       | <b>0</b>   | <b>100</b>                 | <b>0</b>   |  |
| Agenda- Item No. 3   |                               |                        |                         |   | To appoint a Director in place of Ms. Babita Gupta (DIN:07135430) who retires by rotation and being eligible, offers herself for re-appointment.   |                            |  |  |
| Resolution required: (Ordinary/ Special)   |                               |                        | Ordinary Resolution     |   |  |                            |  |  |
| Whether promoter/ promoter group are interested in   |                               |                        | No                      |   |  |                            |  |  |
| Category   | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4)   | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter   | E-Voting                      | 720000                 | 720000                  | 100   | 720000   | 0                          | 100  | 0  |



|                          |                               |        |        |        |        |     |     |     |
|--------------------------|-------------------------------|--------|--------|--------|--------|-----|-----|-----|
| Promoter Group           | Poll                          | 0      | 0      | 0      | 0      | 0   | 0   | 0   |
|                          | Postal Ballot (if applicable) | N.A    | N.A    | N.A    | N.A    | N.A | N.A | N.A |
|                          | Total                         | 720000 | 720000 | 72.14  | 720000 | 0   | 100 | 0   |
| Public-Institution s     | E-Voting                      | 0      | 0      | 0      | 0      | 0   | 0   | 0   |
|                          | Poll                          | 0      | 0      | 0      | 0      | 0   | 0   | 0   |
|                          | Postal Ballot (if applicable) | N.A    | N.A    | N.A    | N.A    | N.A | N.A | N.A |
|                          | Total                         | 0      | 0      | 0      | 0      | 0   | 0   | 0   |
| Public-Non Institution s | E-Voting                      | 278000 | 145400 | 52.30  | 145400 | 0   | 100 | 0   |
|                          | Poll                          | 0      | 0      | 0      | 0      | 0   | 0   | 0   |
|                          | Postal Ballot (if applicable) | N.A    | N.A    | N.A    | N.A    | N.A | N.A | N.A |
|                          | Total                         | 278000 | 145400 | 14.57  | 145400 | 0   | 100 | 0   |
| Total                    | 998000                        | 865400 | 86.71  | 865400 | 0      | 100 | 0   |     |

Agenda- Item No. 4

Ratification of appointment of Statutory Auditor M/s R C Agarwal & Co, Chartered Accountants (Firm's Registration No. 003175N)

Resolution required: (Ordinary/ Special)

Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting                      | 720000                 | 720000                  | 100  | 720000                       | 0                          | 100  | 0  |
|                             | Poll                          | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  |
|                             | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A  | N.A                          | N.A                        | N.A  | N.A  |
|                             | Total                         | 720000                 | 720000                  | 72.14  | 720000                       | 0                          | 100  | 0  |
| Public-Institution s        | E-Voting                      | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  |
|                             | Poll                          | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  |
|                             | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A  | N.A                          | N.A                        | N.A  | N.A  |
|                             | Total                         | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  |
| Public-Non Institution s    | E-Voting                      | 278000                 | 145400                  | 52.30  | 145400                       | 0                          | 100  | 0  |
|                             | Poll                          | 0                      | 0                       | 0  | 0                            | 0                          | 0  | 0  |
|                             | Postal Ballot (if applicable) | N.A                    | N.A                     | N.A  | N.A                          | N.A                        | N.A  | N.A  |
|                             | Total                         | 278000                 | 145400                  | 14.57  | 145400                       | 0                          | 100  | 0  |
| Total                       | 998000                        | 865400                 | 86.71                   | 865400   | 0                            | 100                        | 0  |  |



# KAPAH AND ASSOCIATES

(COMPANY SECRETARIES)

FLAT NO. 301, EVERSHINE APARTMENTS, VIKAS PURI, NEW DELHI - 110025  
E-Mail : kapahassociates@vsnl.com

## CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman of 31<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of Premium Merchants Limited held on Thursday, the 29th September, 2016 at 3:00 P.M. at Hotel 'The Cameron' Plot No. - 92, Pocket- 1, Kalindi Kunj, Noida Road, Jasola Vihar, New Delhi- 110025.

Dear Sir,

- 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:
  - 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
  - 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 Thursday, the 29<sup>th</sup> September, 2016 at 3:00 P.M. at Hotel 'The Cameron' Plot No.- 92, Pocket-1, Kalindi Kunj, Noida Road, Jasola Vihar, New Delhi -110025.
- 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 31<sup>st</sup> 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 31<sup>st</sup> 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.
- The E-voting period remained open w.e.f. 26.09.2016 (9:00 A.M.) to 28.09.2016 (5:00 P.M.). The votes were unblocked on 29.09.2016 at 4:10 P.M. in the Presence of two witnesses i.e. Mr. Ravi Kumar 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:

  
(.....)  
Ravi Kumar

  
(.....)  
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. No member voted through Ballot.



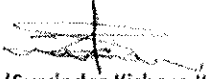
4. I, submit herewith my consolidated Scrutinizer's Report on the Results of voting by remote E-voting and poll conducted at the venue of the AGM as follows:

| 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, 2016. | 19   | 865400                            | 100                                   | 0                                      | 0                                     | 0             |
| 2. Re- appointment of Mr. Sanjay Kumar Gupta (DIN: 00027728) Director of the Company, who retires by rotation.                        | 19   | 865400                            | 100                                   | 0                                      | 0                                     | 0             |
| 3. Re- appointment of Ms. Babita Gupta (DIN: 07135430) 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             |

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 4, 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: 29.09.2016

