



Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Maitreya V. Doshi
Chairman
PREMIER LIMITED
Mumbai- Pune Road
Chinchwad, Pune-411019
Maharashtra

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary, have been appointed as scrutinizer, by the Board of Directors of Premier Limited, for the purpose of scrutinizing the e-voting and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, on the resolutions contained in the notice of the 69th Annual General Meeting (AGM) of the Members of the Company, held on September 23, 2015 at the registered office of the Company at Mumbai- Pune Road Chinchwad Pune-411 019.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 69th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and voting through Ballot Paper carried out at the Meeting, facility provided by Link Intime India Private Limited, R&T Agent.



3. Further to above, I submit my report as under:

- 3.1 The Company has provided the e-voting facility through CDSL, on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
- 3.2 The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- 3.3 The Chairman of the 69th AGM, held on September 23, 2015 had announced that members who have not exercised their votes through e-voting, if they wish to; exercise their votes through ballot at the AGM.
- 3.4 The members of the Company as on the "cut-off" date i.e. September 16, 2015 were entitled to vote on the resolutions (item no. 1 to 4) as set out in the notice of the 69th AGM.
- 3.5 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on September 23, 2015; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.6 We have kept a record of the Ballot Papers received in response to the voting done at the AGM, by initialing it.
- 3.7 We have ensured that the ballot boxes were duly locked and sealed in the presence of the members and proxies.
- 3.8 The remote e-voting commenced from September 20, 2015 (09:00 a.m.) and ended on September 22, 2015 (5:00 p.m.).
- 3.9 The votes cast were unblocked after the AGM in the presence of 2 witnesses, Mr. Bhaskar Upadhyay and Ms. Deepali Bhatia, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



V. Bhatia

D. Bhatia

3.10 My combined report on the results of voting through e-voting and Ballot Paper at the AGM is as under;

Item No. 1- As an Ordinary Resolution: -

To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
14240081	14239828	13916042	323786	97.73	2.27	253

Item No. 2:- As an Ordinary Resolution: -

To appoint a Director in place of Mrs. Rohita M. Doshi (holding DIN 00246388) who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers herself for reappointment.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
14240081	14239628	13915742	323886	97.73	2.27	255



Item No. 3:- As an Ordinary Resolution: -**To Reappoint Statutory Auditor and fixing their remuneration for the financial year 2015-16**

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
14240081	14239828	13916042	323786	97.73	2.27	253

Item No. 4:- As an Ordinary Resolution: -**Ratification of Cost Auditor's Remuneration**

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favor	Against	
14240081	14239828	13915942	323886	97.73	2.27	253



4. All the above resolutions are passed by requisite majority.
5. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Ramesh Tavhare, Company Secretary for safe keeping.
6. You may accordingly declare the result of voting by e-voting and Ballot Paper at the AGM.

Thanking you,

Yours faithfully,

N. L. Bhatia

N. L. Bhatia, FCS-1176

Practicing Company Secretary

Scrutinizer for E-voting and voting at AGM
Venue



Countersigned by

M. L. Desai
Chairman

Place: Mumbai

Date: September 23, 2015