

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

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REPORT OF SCRUTINIZER ON E-VOTING FOR AGM OF CHOWGULE STEAMSHIPS LIMITED

To

The Chairman,
Chowgule Steamships Limited
Chowgule House,
Marmugao Harbour,
Goa - 403803
Corporate Identity Number (CIN): L63090GA1963PLC000002

I V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of conducting the E- Voting process in a fair and transparent manner for the resolutions to be passed at the 51st Annual General Meeting of the company to be held on Wednesday 9th July, 2014 at 11.00 A. M. at the Registered Office of the Company situated at Chowgule House, Marmugao Harbour, Goa – 403803 and ascertaining the requisite majority on E-voting carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub Rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014. The Company sought approval of Members to the following Resolutions via E- Voting:

1. The E-voting period commenced at 9.30 a.m. on Wednesday 25th June, 2014 and ended at 5.30 p.m. on Friday 27th June, 2014. The e-Voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the date of dispatch of Notice.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 30th May, 2014 were entitled to vote on the proposed 9 (Nine) Resolutions as mentioned in the Notice of the 51st Annual General Meeting of the Company.
4. The Votes are unblocked on 28th June, 2014 in the presence of two witnesses, namely, Mr. Santosh Mahadeo Kelkar, residing at 15/A/8, Central Park, Bolinj, Virar Agashi Road, Virar (West) Pin 401305 and Ms. Yogini Subhash Dhuri, residing at 87/D, Gandhi Nagar, Jogeshwari (East), Mumbai 400060 who are not in employment of the Company. They have signed below in confirmation of the E – votes being unblocked in their presence.



Santosh Mahadeo Kelkar

SANTOSH MAHADEO KELKAR.

Yogini Subhash Dhuri

YOGINI SUBHASH DHURI.

5. Thereafter the details containing, inter-alia, list of equity shareholders who voted “For” and “Against” was downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).

We Submit our Report as Under:

The result of E- Voting for Resolution No.1 to 9 is as under:

RESOLUTION No.1

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date with the Report of the directors and Auditor’s thereon.

- i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%

- ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

2. To appoint Director in place of Mr. Vijay V. Chowgule , who retires by rotation and being eligible, offers himself for re-appointment.

- i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%

- ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

3. To appoint Director in place of Mr. Nathan R. Chowgule , who retires by rotation and being eligible, offers himself for re-appointment.

- i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%



ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

4. To appoint Auditors of the company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM of the Company and to fix their Remuneration and to pass the following resolution

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of Audit Committee of the Board of Directors, S. B. Billimoria & Co., Chartered Accountants (Registration No. 101496W) be and are hereby reappointed as the auditors of the Company to hold office from the conclusion of this AGM to conclusion of the third consecutive AGM(subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of directors be and is hereby authorized to fix such Remuneration as may be determined by the Audit Committee in consultation with the auditors”.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

5. “RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the companies Act, 2013 , Mr. Sanjiv N. Shah, Director of the company who retires by rotation at the AGM pursuant to the provisions of erstwhile Companies Act,1956 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act,2013 signifying his intention to proposed Mr. Sanjiv N. Shah as a candidate for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years.

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%



ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

6. **“RESOLVED THAT** pursuant to the provision of Section 149, 152 and other applicable provisions if any, of the Companies Act,2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013, Admiral Arun Prakash (Retd), who was appointed as an additional Director of the Company by the Board of Directors with effect from January 23rd, 2014 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act,2013, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act,2013, alongwith the deposit of requisite amount, signifying his intention to proposed Admiral Arun Prakash (Retd) as a candidate for the office of a Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years .

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

7. **“RESOLVED THAT** pursuant to the provision of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dhananjay N. Mungale, Director of the Company, whose period of office is liable to be considered for determining retirement of the Directors by rotation pursuant to the provisions of erstwhile Companies Act,1956 and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act,2013, alongwith the deposit of requisite amount, signifying his intention to proposed the candidature of Mr. Dhananjay N. Mungale, for the office of a Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years .

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%



ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

8. **“RESOLVED THAT** pursuant to the provision of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013, Mr. Ravindra Kulkarni, Director of the Company, whose period of office is liable to be considered for determining retirement of the Director by rotation pursuant to the provisions of erstwhile Companies Act,1956 and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act,2013, alongwith the deposit of requisite amount, signifying his intention to proposed the candidature of Mr. Ravindra Kulkarni, for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years .

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%

ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

9. **“RESOLVED THAT** pursuant to the provision of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Farokh Guzder, Director of the Company, whose period of office is liable to be considered for determining retirement of the Directors by rotation pursuant to the provisions of erstwhile Companies Act,1956 and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act,2013, alongwith the deposit of requisite amount, signifying his intention to proposed the candidature of Mr. Farokh Guzder, for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years .

i) Voted **in favor** of Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
14	22120069	100%



ii) Voted **against** the Resolution:

Number of Members voted through E- voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

The detailed voting pattern is attached. We report that based on the said voting pattern all the Resolutions have been passed with requisite majority.



For V.N. DEODHAR & Co.

[Handwritten signature]

V N DEODHAR
PROP

Place: Mumbai

Dated: 30th June,2014