

Report of Scrutinizer for E-Voting

1st October, 2015

To,

The Chairman,

of 23rd Annual General Meeting of the Equity Shareholders of Today's Writing Instruments Limited held on 30th day of September, 2015 at 10.00 a.m. at Survey No. 251/2/2, Valsad Falia, near Jain Temple, Dadra, Dadra & Nagar Haveli, (U.T.) – 396193.

Dear Sir,

Re: Scrutinizers Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014

I, Anil Hingad, proprietor of Anil Hingad & Co, Practicing Company Secretaries appointed as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of the Companies Act, 2013 (the "Act") read with Rules 20 of the Companies (Management and Administration) Rules, 2014 and to ascertain the voting on the resolutions mentioned in the notice of the 23rd Annual General Meeting of the Equity Shareholders of Today's Writing Instruments Limited held on 30th day of September, 2015 at 10.00 a.m. at Survey No. 251/2/2, Valsad Falia, near Jain Temple, Dadra, Dadra & Nagar Haveli, (U.T.) – 396193.

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 mentioned in the notice of the 23rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e- voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, 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.



Pursuant to section 101, 108 of the Act and 3(1) of Rule 20 of Companies (Management and Administration Rules, 2014, the electronic copy of the notice convening the 23rd AGM of the Company and the Annual Report along with the process of e-voting and the attendance slip and proxy form was sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the notice convening the 23rd AGM of the Company, along with the Annual Report, the process of e-voting and the attendance slip and proxy form was sent them. Members who have not registered their e-mail addresses so far were requested to register their e-mail addresses for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company in electronic mode.

The notice convening the meeting was also placed on the website of the Company and that of the agency, i.e, Satellite Corporate Services Private Limited. The members of the Company were given an option to vote electronically on e-voting system, provided by CDSL.

The Public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper and vernacular newspaper.

The voting rights were reckoned as on Wednesday 23rd September, 2015 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the Annual General Meeting.

The e-voting period commenced on 26th September, 2015 (9.00 am) and ended on 29th September, 2015 (5.00 pm)

Accordingly, the electronic votes cast were taken in to account and at the end of this voting period, on 29th September, 2015 the CDSL portal was blocked for voting.

The votes cast were unblocked on 30th September, 2015 in the presence of two witnesses who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted in "favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL, i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e- voting is as under:



Sr. No.	Resolution No. as given in the notice of 23 rd Annual General Meeting		Particulars of Votes Cast		
			Electronic Voting		
			No. of Mem bers	No. of Shares	%
	Ordinary Business				
1	To receive, consider and adopt the Audited financial statements, consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.	Votes Cast in favour	44	15,84,588	99.98
		Votes Cast against	1	200	0.02
		Total		15,84,788	100.00
2	To appoint a Director in place of Mr. Ronald Netto, who retires by rotation and being eligible, offers himself for re-appointment.	Votes Cast in favour	43	15,64,588	99.98
		Votes Cast against	1	200	0.02
		Total		15,64,788	100.00
3	Ratification of appointment of Statutory Auditors of the Company and fix their remuneration.	Votes Cast in favour	44	15,84,588	99.98
		Votes Cast against	1	200	0.02
		Total		15,84,788	100.00
	Special Business				
4	To appoint Ms. Shilpa Joshi as Director and Independent Director thereon.	Votes Cast in favour	44	15,84,588	99.98
		Votes Cast against	1	200	0.02



		Total		15,84,788	100.00
5	To approve amendment in liability clause of the Memorandum of Association of the Company.	Votes Cast in favour	43	15,84,582	99.98
		Votes Cast against	1	200	0.02
		Total		15,84,782	100.00
6	To approve alteration of articles 91 and 140 of the Articles of Association of the Company.	Votes Cast in favour	43	15,84,582	99.98
		Votes Cast against	1	200	0.02
		Total		15,84,782	100.00

The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

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 as prescribed in the said Rules. The Chairman may declare the results accordingly.

For **Anil Hingad & Co.**
Practicing Company Secretaries

Anil



CS Anil Hingad
Proprietor
Membership No.: A35849
COP No.: 13801