



## **SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

**The Chairman**  
**Stone India Limited**  
**16 Taratalla Road, Alipore**  
**Kolkata-700088**

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 85<sup>th</sup> Annual General Meeting of the shareholders of **Stone India Limited** ("Company") held on Thursday, 24<sup>th</sup> day of September, 2015 at 03:00 P.M. at Kala Kunj, 48 Shakespeare Sarani, Kolkata-700017 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 12<sup>th</sup> August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s C. B. Management Services Pvt. Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 AM IST on Monday, the 21<sup>st</sup> September, 2015 up to 05.00 PM IST on Wednesday, the 23<sup>rd</sup> September, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 17<sup>th</sup> September, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 12<sup>th</sup> day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24<sup>th</sup> day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>).
5. The result of the remote e-voting [EVSN :150825038] is as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

*To receive, consider and adopt the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2015, the Balance Sheet of the Company as at that date together with the Reports of the Board of Directors and Auditors thereon*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813585	2813482	103

**b) Resolution 2**

*To appoint a Director in place of Mr. Gouri Prasad Goenka (DIN-00030302), who retires by rotation & being eligible offers himself for re-appointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813585	2813482	103



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To ratify the appointment of Auditors and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813585	2813582	3

**<B> SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Savita Laxmipathy Acharya (DIN: 07038198) as an Independent Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813485	2813482	3

**e) Resolution 5****Type of Resolution : Special Resolution*****Approval for appointment and remuneration of Mr. Debashis Chakravarty (DIN-07049659) as the Managing director & CEO of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813485	2813482	3



**f) Resolution 6****Type of Resolution : Special Resolution*****Addition of other objects in the Memorandum of Association of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
2813585	2813582	3

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

**<A> ORDINARY BUSINESS:****a) Resolution 1**

*To receive, consider and adopt the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2015, the Balance Sheet of the Company as at that date together with the Reports of the Board of Directors and Auditors thereon*

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0

**b) Resolution 2**

*To appoint a Director in place of Mr. Gouri Prasad Goenka (DIN-00030302), who retires by rotation & being eligible offers himself for re-appointment*

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To ratify the appointment of Auditors and to fix their remuneration***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0

**<B> SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Savita Laxmipathy Acharya (DIN: 07038198) as an Independent Director of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0

**e) Resolution 5****Type of Resolution : Special Resolution*****Approval for appointment and remuneration of Mr. Debashis Chakravarty (DIN-07049659) as the Managing director & CEO of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0



**f) Resolution 6****Type of Resolution : Special Resolution****Addition of other objects in the Memorandum of Association of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
132	132	0

8. Thus, the combined result of the remote e-voting [EVSN : 150825038] and votes casted through physical ballot papers distributed at the venue are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

***To receive, consider and adopt the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2015, the Balance Sheet of the Company as at that date together with the Reports of the Board of Directors and Auditors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813614 (99.9963%)	103 (0.0037%)

**b) Resolution 2**

***To appoint a Director in place of Mr. Gouri Prasad Goenka (DIN-00030302), who retires by rotation & being eligible offers himself for re-appointment***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813614 (99.9963%)	103 (0.0037%)



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To ratify the appointment of Auditors and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813714 (99.9999%)	3 (0.0001%)

**<B> SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Savita Laxmipathy Acharya (DIN: 07038198) as an Independent Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813617	2813614 (99.9999%)	3 (0.0001%)

**e) Resolution 5****Type of Resolution : Special Resolution*****Approval for appointment and remuneration of Mr. Debashis Chakravarty (DIN-07049659) as the Managing director & CEO of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813617	2813614 (99.9999%)	3 (0.0001%)



# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practising Company Secretary



# A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
☎ (033) 2221-9381, 4063-0236. Fax : (033) 2221-9381  
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
e-mail aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

## f) Resolution 6

Type of Resolution : Special Resolution

Addition of other objects in the Memorandum of Association of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813714 (99.9999%)	3 (0.0001%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 25.09.2015

Verified the contents and received the Report of the Scrutinizer  
For Stone India Limited

(Abhijit Majumdar)  
Company Secretary and Legal Head