

**K.P. SATHEESAN**  
COMPANY SECRETARY

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KARUNALAYAM  
Opp. MALABAR CHRISTIAN COLLEGE  
WAYANAD ROAD  
CALICUT 673 001.

**SCRUTINIZER REPORT FOR POLL FOR VENGAD RESORTS AND RETREATS  
LIMITED**

October 03<sup>rd</sup>, 2017

To

The Board of Directors  
VENGAD RESORTS AND RETREATS LIMITED  
VALANCHERY,

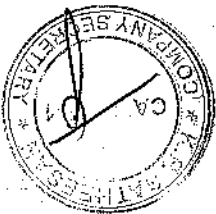
Dear Sir,

**Sub: Passing of Resolution(s) through Poll conducted at the 11<sup>th</sup> Annual General Meeting (AGM) of VENGAD RESORTS AND RETREATS LIMITED held at Flora Fantasia Amusement Park, Keezhmuri, Vengad, Moorkkanad , Valanchery, Malappuram - 679338 on 28<sup>th</sup> September 2017, Thursday at 02.00 PM.**

The Chairman has appointed me as the Scrutinizer for the poll held at the 11<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017.

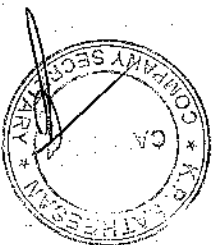
At the 11<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September 2017, the Chairman of the Company had suo moto i.e on his motion called for a poll to facilitate the members present in the meeting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For Further details kindly refer to my Scrutinizer report in Form MGT 13 dated 03<sup>rd</sup> October, 2017.

In the notice convening the meeting there were seven items. Subsequently the Company received a valid notice proposing the appointment of Mr. Abdul Nazer M K . This notice was circulated to the members within the stipulated period. Therefore poll was taken on 8 items, & items as included in the notice and 1 item as per the special notice.



The results of the votes cast through paper ballot are as under:

Item No of Notice	Particulars of Business	Votes in FAVOUR of the Resolution		Votes AGAINST the Resolution		Votes INVALID/ NOT VOTED
		Nos	%	Nos	%	
Item No 1 of the Notice ( As an Ordinary Resolution)	Equity	9,41,337	90.34	1,00,633	9.66	120500
	Preference	14,250	81.15	3310	18.85	5200
	<b>Total</b>	<b>955587</b>	<b>90.19</b>	<b>103943</b>	<b>9.81</b>	<b>125700</b>
Item No 2 of the Notice ( As an Ordinary Resolution)	Equity	9,70,337	93.17	71133	06.83	97500
	Preference	19260	91.89	1700	08.11	1800
	<b>Total</b>	<b>989597</b>	<b>93.14</b>	<b>72833</b>	<b>6.86</b>	<b>99300</b>
Item No 3 of the Notice ( As an Ordinary Resolution)	Equity	9,70,337	93.93	62,633	06.07	90000
	Preference	1,7850	84.75	3210	15.25	1700
	<b>Total</b>	<b>988187</b>	<b>93.75</b>	<b>65843</b>	<b>6.25</b>	<b>91700</b>
Item No 4 of the Notice ( As an Ordinary Resolution)	Equity	9,85,970	96.05	40,500	03.95	128500
	Preference	18,960	90.03	2100	09.97	1700
	<b>Total</b>	<b>1004930</b>	<b>95.93</b>	<b>42600</b>	<b>4.06</b>	<b>130200</b>



Item No 5 of the Notice ( As a Ordinary Resolution)	Equity	9,88,837	94.45	58,133	05.55	115500
	Preference	19,010	90.26	2,050	09.74	1700
	<b>Total</b>	<b>1007847</b>	<b>94.37</b>	<b>60183</b>	<b>5.63</b>	<b>117200</b>
Item No 6 of the Notice ( As a Ordinary Resolution)	Equity	9,83,337	94.01	62,633	05.99	1,16,500
	Preference	10,760	89.23	1,300	10.77	1700
	<b>Total</b>	<b>994097</b>	<b>93.96</b>	<b>63933</b>	<b>6.04</b>	<b>118200</b>
Item No 7 of the Notice ( As a Ordinary Resolution)	Equity	9,03,837	88.31	1,19,633	11. 69	49,100
	Preference	16,710	79.72	4,250	20.28	1800
	<b>Total</b>	<b>920547</b>	<b>88.14</b>	<b>123883</b>	<b>11.86</b>	<b>50900</b>
Item No 8 of the Notice ( As a Ordinary Resolution)	Equity	5,47,370	52.28	4,99,600	47.72	123000
	Preference	12,560	59.92	8,400	40.08	1800
	<b>Total</b>	<b>559930</b>	<b>52.43</b>	<b>508000</b>	<b>47.57</b>	<b>124800</b>

All the Resolutions passed under the poll with the majority as stated above.

Thanking You



**K.P. SATHEESAN**  
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**FORM No. MGT-13**  
**Report of Scrutinizer(s)**  
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

October 03<sup>rd</sup>, 2017

To

The Board of Directors  
VENGAD RESORTS AND RETREATS LIMITED  
VALANCHERY

**Sub: 11<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of VENGAD RESORTS AND RETREATS LIMITED held on Friday, 28<sup>th</sup> September 2017, at Flora Fantasia Amusement Park, Keezhmuri, Vengad, Moorkkanad , Valanchery, Malappuram - 679338**

Dear Sir,

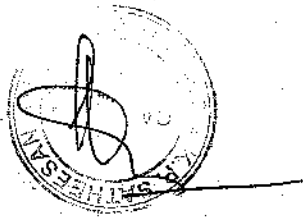
I K.P Satheesan , appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 11<sup>th</sup> Annual General Meeting of the Shareholders of VENGAD RESORTS AND RETREATS LIMITED, held on Friday 28<sup>th</sup> September, 2017 at Flora Fantasia Amusement Park, Keezhmuri, Vengad, Moorkkanad , Valanchery, Malappuram - 679338 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.



Offices also at : Kannur, Kochi, Palakkad, Kottayam and Thiruvananthapuram

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. The poll papers which were not signed/ marked properly were treated as invalid and the same have not been considered along with valid votes/total votes for calculations.
4. The result of the Poll is as under:



**Item No 1. : Adoption of Annual Accounts**

RESOLVED THAT the Balance Sheet as on 31-03-2017, Profit and Loss Account for the financial year ended on that date together with the Schedules and Notes forming part of the same and Auditors and Board's report thereon be and are hereby adopted.

I. Voted in favour of the resolution;

Class of members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	67	9,41,337	90.34%
Preference	28	14,250	81.15%
<b>Total</b>	<b>95</b>	<b>955587</b>	<b>90.19%</b>

II. Voted against the resolution;

Class of members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	28	1,00,633	09.66 %
Preference	5	3310	18.85 %
<b>Total</b>	<b>33</b>	<b>103943</b>	<b>9.81%</b>

III

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
15	1,25,700



**Item No 2: Retirement of Director Mr. Naimuddeen Muttengadan**

RESOLVED THAT Mr. Naimuddeen Muttengadan (DIN: 06486673), who retires by rotation and being eligible offers himself for reappointment, be and is hereby appointed as a Director of the Company;

I. Voted in favour of the resolution;

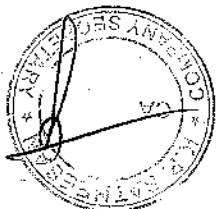
Class of Members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	70	970337	93.17%
Preference	31	19260	91.89%
<b>Total</b>	<b>101</b>	<b>989597</b>	<b>93.14%</b>

II. Voted against the resolution;

Class of Members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	10	71133	06.83%
Preference	4	1700	08.11%
<b>Total</b>	<b>14</b>	<b>72833</b>	<b>6.86%</b>

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
11	99300



**Item No 3: Retirement of Director Mr. Shajahan Moosa Moosamanazil**

RESOLVED THAT Mr. Shajahan Moosa Moosamanazil (DIN: 01009424), who retires by rotation and being eligible offers himself for reappointment, be and is hereby appointed as a Director of the Company.

I. Voted in favour of the resolution;

Class of Members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	70	970337	93.93
Preference	31	17850	84.75
<b>Total</b>	<b>101</b>	<b>988187</b>	<b>93.75%</b>

II. Voted against the resolution;

Class of Members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	9	62633	6.07%
Preference	4	3210	15.25%
<b>Total</b>	<b>11</b>	<b>65843</b>	<b>6.25%</b>

III.

Total number of members (in person or by proxy) whose votes were declared invalid/not voted)	Total number of votes cast by them
8	91700







**Item No 5: Appointment of Auditor**

RESOLVED THAT to appoint of M/s Varma and Varma, Chartered Accountants, Thrissur, (Firm No.004532 S) as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.

I. Voted in favour of the resolution;

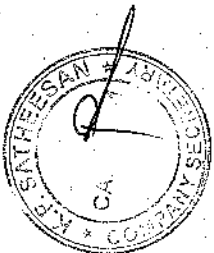
Class of Members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	71	988837	94.45%
Preference	31	19010	90.26%
<b>Total</b>	<b>102</b>	<b>1007847</b>	<b>94.37%</b>

II. Voted against the resolution;

Class of Members	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	8	58133	05.55%
Preference	5	2050	09.74%
<b>Total</b>	<b>13</b>	<b>60183</b>	<b>5.63%</b>

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
14	117200





**Item No 7: Appointment of Mr. Ilyas Vadakkan(DIN:06984671) as Whole Time Director .**

“RESOLVED THAT pursuant to clause 41 of the Articles of Association and to the provisions of sections 149,196 of the Companies Act, 2013 or any statutory modification(s) or reappointment thereof, the consent of the company be and is hereby accorded to the reappointment of Mr. Ilyas Vadakkan (DIN:06984671) ,as Whole Time Director for a period of one year with effect from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company, accepted by Mr. Ilyas Vadakkan with liberty to the “Board “to alter and vary the terms and conditions in such manner as may agreed to between the Board and Mr. Ilyas Vadakkan.”

**I. Voted in favour of the resolution;**

Class of Members	Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	62	903837	88.31%
Preference	26	16710	79.72%
<b>Total</b>	<b>88</b>	<b>920547</b>	<b>88.14%</b>

**II. Voted against the resolution;**

Class of Members	Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	15	119633	11.69%
Preference	9	4250	20.28%
<b>Total</b>	<b>24</b>	<b>123883</b>	<b>11.86%</b>

**III.**

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
16	50900



**Item No 8: Proposal received by Mr. Mohamed Sharif P to appoint Mr. Abdul Nazer M K as Director to the Board of the Company.**

“RESOLVED THAT Mr. Abdul Nazer M K (DIN: 07589584) be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

**I. Voted in favour of the resolution;**

Class of Members	Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	41	5,47,370	52.28%
Preference	27	12,560	59.92%
<b>Total</b>	<b>68</b>	<b>559930</b>	<b>52.44%</b>

**II. Voted against the resolution;**

Class of Members	Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Equity	36	4,99,600	47.72%
Preference	8	8,400	40.08%
<b>Total</b>	<b>44</b>	<b>508000</b>	<b>47.56%</b>

**III.**

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
14	124800

5. List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the board of directors for safe keeping.

Place: Calicut  
Date: 03/10/2017

Thanking you,  
Yours faithfully,

