

SANJAY PARAB AND COMPANY

COMPANY SECRETARIES

Office No. B - 401, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road,
Near Shreyas Cinema, Laxmi Nagar, Ghatkoper (East), Mumbai - 400 075.
Phone: 022 - 2500 1505 Email: info@sprscs.com Website: www.sprscs.com

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR PRIYA INTERNATIONAL LIMITED

To,
The Chairman,
Priya International Limited,
Mumbai.

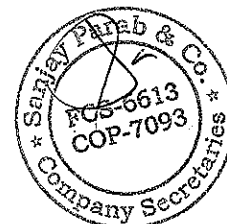
The 32nd Annual General Meeting of the Equity Shareholders of Priya International Limited held on Thursday, 20th August, 2015 at 10.30 A.M. at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Sub: Passing of Resolution through electronic AND poll conducted at the 32nd AGM of Priya International Limited ("the Company") held on 20th August, 2015.

The Board of the Company at its meeting held on 26th May 2015 had appointed me as Scrutinizer for the e-voting commenced from 17th August 2015 at 09.00 A.M. to 19th August 2015 at 5.00 P.M. and the Chairman of the 32nd Annual General Meeting (AGM) has appointed CS Sanjay Parab as the Scrutinizer for the Poll held at the 32nd AGM of the Company on 20th August, 2015.

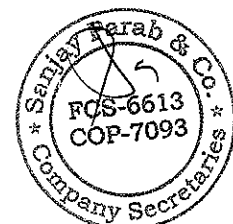
The Company has appointed Central Depository Services (India) Limited (CDSL), as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from 17th August 2015 at 09.00 A.M. to 19th August 2015 at 5.00 P.M. M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on Wednesday, 19th August 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 22nd August, 2015 attached herewith.

At the 32nd AGM of the Company held on 20th August, 2015, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer the Scrutinizer report in form MGT-13 dated 22nd August, 2015.



The result of the E-voting together with the Poll is as under:

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00
Item No. 6 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00
Item No. 7 of the Notice (As an Ordinary Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00



**SANJAY PARAB & CO.
COMPANY SECRETARIES**

Item No. 8 of the Notice (As an Special Resolution)	E-voting	2,58,200	100.00	0	0.00	0	0.00
	Poll	6,45,750	100.00	0	0.00	0	0.00
	TOTAL	9,03,950	100.00	0	0.00	0	0.00

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically in respect of the votes cast through E-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

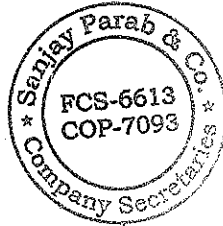
Thanking you,

Yours faithfully

For Sanjay Parab & Company
Company Secretaries



CS Sanjay P. Parab
Proprietor



Date: 22nd August, 2014
Place: Mumbai

SANJAY PARAB AND COMPANY

COMPANY SECRETARIES

Office No. B - 401, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road,
Near Shreyas Cinema, Laxmi Nagar, Ghatkoper (East), Mumbai - 400 075.
Phone: 022 - 2500 1505 Email: info@sprscs.com Website: www.sprscs.com

Scrutinizer Report on E-Voting carried out for Priya International Limited

To,

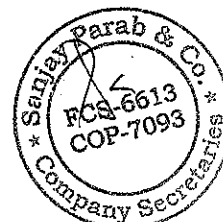
The Chairman,
Priya International Limited,
Mumbai

The 32nd Annual General Meeting of the Equity Shareholders of Priya International Limited to be held on Thursday, 20th August 2015 at 10.30 A.M. at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015.

Pursuant to the resolution passed by the Board of Directors of Priya International Limited (hereinafter referred to as the "Company") on 26th May, 2015, I have been appointed as the Scrutinizer for the E-Voting process as mentioned under clause (ix) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April 2014 and amendment issued in this regard.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. M/s Bighshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) for the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the 32nd Annual General Meeting (AGM) of the Company, which is scheduled to be held on Thursday, 20th August, 2015. The Service Provider accordingly had set up E-Voting facility on their website, <https://www.evotingindia.co.in>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider's portal to facilitate their shareholders to cast their vote through E-Voting.



As on 17-07-2015, there were 214 shareholders of the Company. The service provider had sent the Notices of the AGM by email to 18 shareholders whose email Id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. In respect of 196 shareholders the Notices were sent by courier.

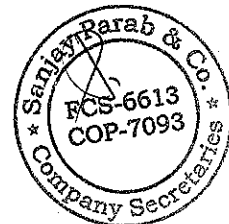
The Notice sent through email was sent as an URL link, <https://www.evotingindia.co.in> and <http://www.priyagroup.com/> to the shareholder to access the Notice. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2015.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 14th August, 2015. As prescribed in the aforesaid Rules, the E-Voting facility was kept open for three days from Monday, 17th August 2015 at 9.00 AM to Wednesday, 19th August 2015 at 5:00 P.M.

As prescribed in clause (v) of sub rule 4 of the rule 20, the Company also released an advertisement which was published more than 21 days in advance from the date of beginning of voting period in English in Free Press Journal and in Marathi in Navshakti dated 28th July, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (f) of the said Rule 20.

At the end of the voting period on 19th August 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. On 20th August 2015, the votes cast through E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Sanjay Kumar Sharma and Mr. Chetan Prajapati who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

As a Scrutinizer the report of the E-Voting carried out by the shareholders was duly compiled, the details of which are as follows:



The result of the E-Voting is as under:

ORDINARY BUSINESS:

Item No. 1. -As an Ordinary Resolution

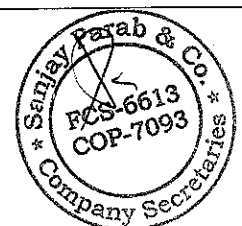
To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the financial year ended on that date together with the Auditors' and Directors' Report thereon.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	

Item No. 2. -As an Ordinary Resolution

To declare dividend for the financial year 2014-2015 on equity share of the Company.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	



Item No. 3. -As an Ordinary Resolution

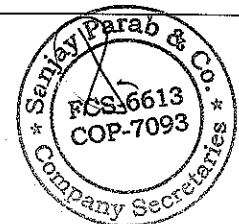
To appoint a Director in place of Mr. Aditya Bhuwania (DIN:00018911), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	

Item No. 4. -As an Ordinary Resolution

Ratification of appointment of M/s. M. L. Bhuwania & Co., Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting [AGM] until conclusion of next AGM.

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	



SPECIAL BUSINESS:

Item No. 5 -As an Ordinary Resolution

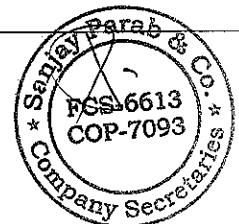
Confirmation of Appointment of Mr. R. K. Saraswat (DIN 00015095) as an Independent Director of the Company to hold office for five consecutive years from 18th March, 2015 to 17th March, 2020.

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	

Item No. 6 -As an Ordinary Resolution

Confirmation of Appointment of Mr. M. K. Arora (DIN 00031777) as an Independent Director of the Company to hold office for five consecutive years from 18th March, 2015 to 17th March, 2020.

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	



Item No. 7 -As an Ordinary Resolution

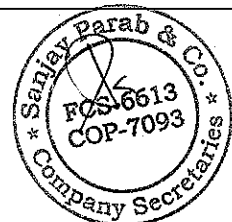
Confirmation of Appointment of Mr. Anuj Bhargava (DIN 03090652) as an Independent Director of the Company to hold office for five consecutive years from 18th March, 2015 to 17th March, 2020.

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	

Item No. 8 -As a Special Resolution

Re-appointment of Mr. P. V. Hariharan (DIN: 03196975) as a Whole Time Director designated as Executive Director of the Company to hold office for a period of (03) three years with effect from 1st June, 2015 to 31st May, 2018 (i.e. from 01.06.2015 to 31.05.2018).

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	1	2,58,200	100
(ii)Voted against the resolution	Nil	Nil	Nil
(iii)Invalid Votes	Total number of members voted whose votes were declared invalid	Total number of votes cast by them	
	Nil	Nil	



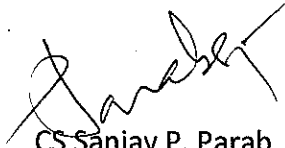
**SANJAY PARAB & CO.
COMPANY SECRETARIES**

I hereby confirm that I am maintaining the Registers in electronic form in respect of the votes cast through E-Voting by the shareholders of the Company. 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.

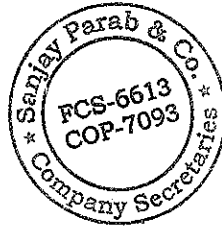
Thanking you,

Yours faithfully,

For Sanjay Parab & Company
Company Secretaries



CS Sanjay P. Parab
Proprietor



Date: 22nd August, 2015

Place: Mumbai

SANJAY PARAB AND COMPANY

COMPANY SECRETARIES

Office No. B - 401, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road,
Near Shreyas Cinema, Laxmi Nagar, Ghatkoper (East), Mumbai - 400 075.
Phone: 022 - 2500 1505 Email: info@sprscs.com Website: www.sprscs.com

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]

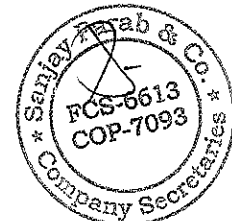
To,
The Chairman,
Priya International Limited,
Mumbai

For 32nd Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 20th August, 2015 at 10.30 A.M. At "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018.

Dear Sir,

I, Sanjay Parab, Proprietor of M/s. Sanjay Parab & Company, a Company Secretaries firm having its office at B- 401, Kanara Business Centre, Ghatkoper - Andheri Link Road, Laxminagar, Ghatkoper (East), Mumbai - 400 075 was appointed as the Scrutinizer for the purpose of "Poll" taken on the below mentioned resolutions, at the 32nd Annual General Meeting of the Equity Shareholders of Priya International Limited ("The Company") held on 20th August, 2015 at 10.30 A.M., do hereby submit my report as under:

1. After the time fixed for closing of the poll by the chairman, One (1) ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
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 Registrar and Transfer Agents of the Company and the Authorizations/ Proxies lodged with the Company.
3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if the signature of the shareholder did not match with the records have been treated as invalid and were kept separately. I didn't find any invalid votes, in ballot box.
4. The results of the poll are as under:



ORDINARY BUSINESS:

Item No. 1. -As an Ordinary Resolution – passed with requisite majority

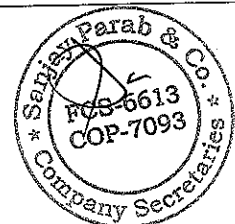
To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the financial year ended on that date together with the Auditors' and Directors' Report thereon.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid	NIL	NIL	

Item No. 2. -As an Ordinary Resolution – passed with requisite majority

To declare dividend for the financial year 2014-2015 on equity share of the Company.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	



Item No. 3. -As an Ordinary Resolution - passed with requisite majority

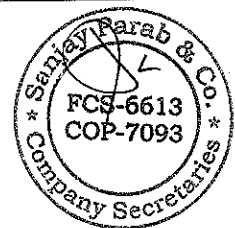
To appoint a Director in place of Mr. Aditya Bhuwania (DIN:00018911), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	

Item No. 4. -As an Ordinary Resolution -passed with requisite majority

Ratification of appointment of M/s. M. L. Bhuwania & Co., Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting[AGM] until conclusion of next AGM.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favor of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	



SPECIAL BUSINESS:

Item No. 5 – As an Ordinary Resolution – passed with requisite majority

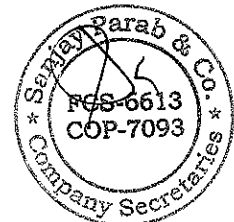
Confirmation of Appointment of Mr. R. K. Saraswat (DIN 00015095) as Independent Director of the Company as an Independent Director of the Company to hold office for five consecutive years from 18th March, 2015 to 17th March, 2020.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	NIL

Item No. 6 – As an Ordinary Resolution – passed with requisite majority

Confirmation of Appointment of Mr. M. K. Arora (DIN 00031777) as an Independent Director of the Company to hold office for five consecutive years from 18th March, 2015 to 17th March, 2020.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favor of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	NIL



Item No. 7 - As an Ordinary Resolution - passed with requisite majority

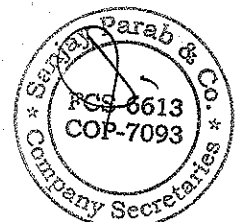
Confirmation of Appointment of Mr. Anuj Bhargava (DIN 03090652) as an Independent Director of the Company to hold office for five consecutive years from 18th March, 2015 to 17th March, 2020.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	

Item No. 8 - As a special Resolution - passed with requisite majority

Re-appointment of Mr. P. V. Hariharan (DIN: 03196975) as a Whole Time Director designated as Executive Director of the Company to hold office for a period of (03) three years with effect from 1st June, 2015 to 31st May, 2018 (i.e. from 01.06.2015 to 31.05.2018).

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(i)Voted in favor of the resolution	8	6,45,750	100.00
(ii)Voted against the resolution	0	0	0
(iii)Invalid	NIL	NIL	



A Compact Disc (CD) containing a list of equity shareholders who voted "FOR".
"AGAINST" and those whose votes were declared invalid for each resolution is
enclosed.

The poll papers and other relevant records were sealed and handed over to the
Company Secretary/ Director authorized by the Board for safe keeping.

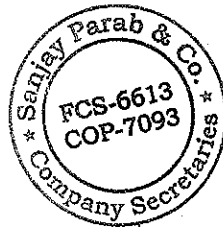
Thanking you,

Yours faithfully,

For Sanjay Parab & Co.
Company Secretaries



CS Sanjay P. Parab
Proprietor



Date: 22nd August, 2015

Place: Mumbai