

SPRS And Co.

COMPANY SECRETARIES

411, B Wing, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road, Behind Everest Garden's Bldg., Laxmi Nagar, Ghatkoper (E), Mumbai - 400 075.
Phone: 022 - 2500 1505 Email: info@sprscs.com Website: www.sprscs.com

SCRUTINIZER'S COMBINED REPORT ON E-VOTING AND POLL

To,
The Chairman,
Priya International Limited
4th Floor, Kimatrai Building,
77-79, Maharshi Karve Marg,
Marine Lines (E), Mumbai- 400 002

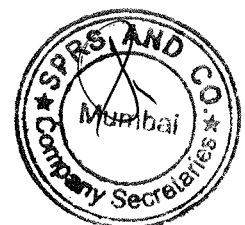
Dear Sir(s)/ Madam,

Sub: Passing of Resolution through electronic and poll conducted at the 34th AGM of Priya International Limited ("the Company") held on 13th September, 2017 at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The 34th Annual General Meeting of the Shareholders of **Priya International Limited** held on Wednesday, 13th September, 2017 at 10.30 a.m. at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The Board of Directors of **Priya International Limited** ("The Company") had appointed me as Scrutinizer for the e-voting commenced from Sunday, 10th September, 2017 (09.00 a.m. IST) to Tuesday, 12th September, 2017 (05.00 p.m. IST) as well as the Scrutinizer for the Poll held at the 34th AGM of the Company on 13th September, 2017.

The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Sunday, 10th September, 2017 (09.00 a.m. IST) to Tuesday, 12th September, 2017 (05.00 p.m. IST) 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, 13th September, 2017 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report for e-voting dated 15th September, 2017 attached herewith.



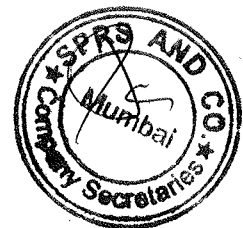
At the 34th AGM of the Company held on 13th September, 2017, at Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer the Scrutinizer Report in form MGT-13 dated 14th September, 2017 attached herewith.

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.	%	Nos.	%	Nos.	%
Item No. 1 of the Notice Adoption of Audited financial statements of the Company for the year ended 31 st March, 2017, the Director's Report and Auditor's Report thereon. (As an Ordinary Resolution)	E-voting	229,400	30.27	00	00.00	00	00.00
	Poll	528,400	69.73	00	00.00	00	00.00
	Total	757,800	100.00	00	00.00	00	00.00
Item No. 2 of the Notice Declaration of dividend on Equity Shares for the financial year ended 31 st March, 2017. (As an Ordinary Resolution)	E-voting	229,400	30.27	00	00.00	00	00.00
	Poll	528,400	69.73	00	00.00	00	00.00
	Total	757,800	100.00	00	00.00	00	00.00



Item No. 3 of the Notice * Re-appointment of Mrs. Saroj Bhuwania (DIN:00018978). (As an Ordinary Resolution)	E-voting	229,400	45.92	00	00.00	000	00.00
	Poll	270,200	54.08	00	00.00	258,200	100.00
	Total	499,600	100.00	00	00.00	258,200	100.00
Item No. 4 of the Notice Appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants as the Statutory Auditors (As an Ordinary Resolution)	E-voting	229,400	30.27	00	00.00	00	00.00
	Poll	528,400	69.73	00	00.00	00	00.00
	Total	757,800	100.00	00	00.00	00	00.00



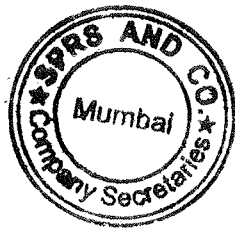
*Votes of Mrs. Saroj Bhuwania who being interested in the resolution were not considered.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through e-voting and for 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 SPRS and Co.
Company Secretaries



A handwritten signature in black ink, appearing to read "Sanjay Parab", written over a horizontal dashed line.

CS Sanjay Parab
Partner

FCS No: 6613 CP No: 7093

Date: 15th September, 2017
Place: Mumbai

Enclosure:- As above.

For Priya International Ltd.

A handwritten signature in black ink, appearing to read "Priya", written in a cursive style.

Director