



Report of the Scrutinizer

To,
The Managing Director
Malankara Plantations Ltd.
Malankara Building
Kodimatha, Kottayam
Kerala, India

Dear Sir,

Sub: Passing of Special Resolution through Postal Ballot Notice dated
02.07.2018

1. As authorized by the Board of Directors at their meeting held on 12.02.2018, the Managing Director of Malankara Plantations Limited (CIN U01116KL1910PLC000650) (herein after referred to as "the Company") appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1. The company has completed on 09.07.2018 the dispatch of Postal Ballot Forms along with self-addressed, postage prepaid envelopes to its Shareholders whose name(s) appeared on the Register of Shareholders as on 11.05.2018
 - 2.2. Particulars of all the Postal Ballot Forms received from the Shareholders have been entered in a register separately maintained for the purpose.
 - 2.3. The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
 - 2.4. The ballot box was opened on 08th August, 2018 in my presence.





- 2.5. The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Shareholders of the Company.
- 2.6. All Postal Ballot Forms received up to the close of working hours (5.30 p.m.) on Monday, 06th day of August 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.7. The Postal Ballot Forms received after 06 August 2018, if any, being the last date for receipt thereof and till my signing of the report has not been considered for my report.
- 2.8. I did not find any defaced or mutilated ballot paper.
3. The result of Postal Ballot is as under:

Special Resolution:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

To alter the Object Clause in the Memorandum of Association

"RESOLVED THAT pursuant to the provisions of section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and subject to the approval of shareholders in a general meeting of the company, the object clause of the Company be and is hereby amended by inclusion of

Sub clause (A1) to Clause 3 of the Memorandum of Association as noted below.

Clause 3 (A1): To provide distribution and servicing of motor insurance policies including add-ons for the purpose of carrying on insurance business.





RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolution."

(i) Voted **in favour** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
46	193457	99.99%

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	14	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

Summary Table:

Particulars	Number of Members	Number of Votes Cast
Total Postal ballot forms received	47	193471
Assent for the Resolution	46	193457
Dissent for the Resolution	1	14
Invalid Postal Ballot Forms	NIL	NIL





4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the postal ballot process.
5. As the number of votes cast in favour of the resolution i.e. 99.99% is more than three times the number of votes cast against i.e. 0.01%, I report that the Special Resolution under Section 180(1)(a) of the Companies Act, 2013, as set out in the Notice of Postal Ballot dated 02nd July, 2018, has been passed by the shareholders with requisite majority in compliance with the provisions of Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014. The Resolution is deemed to be passed as on the date of announcement of results.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours faithfully,

Place: Kottayam

Dated: 08th August, 2018

Name and signature of the Scrutinizer

(CA MANOJ T.G)

(M No - 214383)

Partner



CYRIAC & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO: 0140335

