



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,
Mr. Shivanand Rama Hemmady
Chairman

29th Annual General Meeting of the Equity Shareholders of The Central Province Railways company Limited Held on 20th September, 2014 at The conference hall 1st floor, Gokul Aanand Hotel Pvt. Ltd., Ashokvan shivvallabh Road, W.E. Highway, Dahisar(East), Mumbai-400068.

Dear Sir,

I/We, Divya Sameer Momaya, Proprietor of D.S. Momaya & Co., Company secretary, appointed as Scrutinizer(s) for the purpose of scrutinizing the E-Voting process and poll taken on the below mentioned resolution(s), in a fair and transparent manner and ascertaining requisite majority for passing resolutions as contained at the AGM of the Equity Shareholders of The Central Province Railways company Limited, held on 20th September, 2014 at The conference hall 1st floor, Gokul Aanand Hotel Pvt. Ltd., Ashokvan shivvallabh Road, W.E. Highway, Dahisar(East), Mumbai-400068, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman Mr. Shivanand Rama Hemmady ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / 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 have been treated as invalid and kept separately.
4. The e-voting period remained open from 14/09/2014(9.00AM) to 16/09/2014(6.00AM).
5. At the end of e-voting I have unblocked the electronics votes in the presence of two witnesses not in employment of the company.

6. The detail contained list of shareholders who have vote for or against each of the resolution that were put to vote were downloaded from the e-voting website of CDSL(www.evotingindia.co.in).

7. Pursuant to clause 35B of the listing agreement entered by the company, the company has also provided facility of voting through the physical ballot from to those members who do not have access to the E-voting facility. The physical ballot forms received by the company were kept in my safe custody. Our report includes the result of voting through the physical ballot forms in addition to votes casted through E-voting website of CDSL by the eligible shareholders.

8. we have scrutinized the vote casted through electronic mean and also through physical ballot forms for the purpose of this report.

9. The particulars of all the electronics votes casted by the members through E-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.

10. The result of the voting is as per annexure attached herewith.

11. The Register, all other papers and relevant records relating to voting remain in our custody until the chairman considers, approves and sign the minutes of aforesaid Annual General Meeting and the same are handed over to the company secretary for safe custody.

Thanking You,

Yours faithfully,

For D. S. Momaya & co.

Divya Momaya
Membership No. 7195
C P No. 7885

Place:- Mumbai

Date:- 22/09/2014

Annexure To The Scrutinizer ReportConsolidated Result Of Voting Through Electronic Mean And Physical Ballot Form

S.N	RESOLUTION NO.	HEADING OF RESOLUTION	TYPE OF RESOLUTION	VALID VOTES						INVALID VOTES		
				VOTING IN FAVOUR(ASSENT)		VOTED AGAINST(DISSENT)		NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED	NO. OF VOTES CASTED	
				NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	%VALID VOTES CASTED	NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	%VALID VOTES CASTED					
1.	1	Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon	Ordinary Resolution	25	25	25	0	0	0	0	0	0
2.	2	Re-Appointment of Mr Amit Kumar Rander as Director liable to retire by rotation	Ordinary Resolution	25	25	25	0	0	0	0	0	0

3.	3	Re-appoint S.B.JAJOO & CO, Chartered Accountants, Thane as Statutory Auditors	Ordinary Resolution	25	25	25	0	0	0	0	0	0	0	0
4.	4	Appointment of Mr.Haresh Bhojwani (Din No. 02895523)as the Director of the Company	Ordinary Resolution	25	25	25	0	0	0	0	0	0	0	0
5.	5	Appointment of Mr. Shivanand Rama Hemmady (Din No.00838098) as the Director of the Company	Ordinary Resolution	25	25	25	0	0	0	0	0	0	0	0
6.	6	Appointment of Mr. Shivanand Rama Hemmady as Independent Director	Ordinary Resolution	25	25	25	0	0	0	0	0	0	0	0
7.	7	Appointment of Mr. Arvind Gupta as Independent	Ordinary Resolution	25	25	25	0	0	0	0	0	0	0	0

8.	8	Director Increasing the Borrowing Limits pursuant provisions of Section 180 (1) (c) of the Companies Act, 2013 upto Rs. 5 crores	Special Resolution	25	25	25	25	0	0	0	0	0	0	0	0
9.	9	To create mortgage and/or charge on all or any of the moveable and/or immovable assets pursuant provisions of Section 180 (1) (a) of the Companies Act, 2013 upto Rs. 5 crores	Special Resolution	25	25	25	25	0	0	0	0	0	0	0	0
10.	10	Appointment of Mr. Hareesh Bhojwani as the Managing Director and Chief Executive Officer of the Company.	Special Resolution	25	25	25	25	0	0	0	0	0	0	0	0
11.	11	Adoption of New set of AOA	Special Resolution	25	25	25	25	0	0	0	0	0	0	0	0

Result Of Voting Through Electronic Mean

S.N.	RESOLUTION NO.	HEADING OF RESOLUTION	TYPE OF RESOLUTION	VALID VOTES						INVALID VOTES	
				VOTING IN FAVOUR(ASSENT)			VOTED AGAINST(DISSENT)			NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED
				NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED	%VALID VOTES CASTED	NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED	%VALID VOTES CASTED		
1.	1	Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon	Ordinary Resolution	3	3	3	0	0	0	0	0
2.	2	Re-Appointment of Mr Amit Kumar Rander as Director liable to retire by rotation	Ordinary Resolution	3	3	3	0	0	0	0	0
3.	3	Re-appoint S.B.JAJOO & CO, Chartered Accountants,	Ordinary Resolution	3	3	3	0	0	0	0	0

4.	4	Thane as Statutory Auditors	Appointment of Mr.Haresh Bhojwani (Din No. 02895523)as the Director of the Company	Ordinary Resolution	3	3	3	0	0	0	0	0	0	0
5.	5	Appointment of Mr. Shivanand Rama Hemmady (Din No.00838098) as the Director of the Company	Ordinary Resolution	3	3	3	0	0	0	0	0	0	0	0
6.	6	Appointment of Mr. Shivanand Rama Hemmady as Independent Director	Ordinary Resolution	3	3	3	0	0	0	0	0	0	0	0
7.	7	Appointment of Mr. Arvind Gupta as Independent Director	Ordinary Resolution	3	3	3	0	0	0	0	0	0	0	0
8.	8	Increasing the Borrowing Limits pursuant provisions of Section 180 (1) (c) of the Companies Act,	Special Resolution	3	3	3	0	0	0	0	0	0	0	0

Result Of Voting Through Physical Ballot Form

S.N.	RESOLUTION NO.	HEADING OF RESOLUTION	TYPE OF RESOLUTION	VALID VOTES						INVALID VOTES	
				VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED
				NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED	%VALID VOTES CASTED	NO. OF MEMBERS VOTING (IN PERSON OR BY PROXY)	NO. OF VOTES CASTED	%VALID VOTES CASTED		
1.	1	Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon	Ordinary Resolution	22	22	22	0	0	0	0	0
2.	2	Re-Appointment of Mr Amit Kumar Rander as Director liable to retire by rotation	Ordinary Resolution	22	22	22	0	0	0	0	0
3.	3	Re-appoint S.B.JAJOO & CO, Chartered Accountants, Thane	Ordinary Resolution	22	22	22	0	0	0	0	0

4.	4	Statutory Auditors Appointment of Mr.Haresh Bhojwani (Din No. 02895523)as the Director of the Company	Ordinary Resolution	22	22	22	0	0	0	0	0	0	0
5.	5	Appointment of Mr. Shivanand Rama Hemmady (Din No.00838098) as the Director of the Company	Ordinary Resolution	22	22	22	0	0	0	0	0	0	0
6.	6	Appointment of Mr. Shivanand Rama Hemmady as Independent Director	Ordinary Resolution	22	22	22	0	0	0	0	0	0	0
7.	7	Appointment of Mr. Arvind Gupta as Independent Director	Ordinary Resolution	22	22	22	0	0	0	0	0	0	0

8.	8	Increasing the Borrowing Limits pursuant provisions of Section 180 (1) (c) of the Companies Act, 2013 upto Rs. 5 crores	Special Resolution	22	22	22	22	0	0	0	0	0	0	0
9.	9	To create mortgage and/or charge on all or any of the moveable and/or immovable assets pursuant provisions of Section 180 (1) (a) of the Companies Act, 2013 upto Rs. 5 crores	Special Resolution	22	22	22	22	0	0	0	0	0	0	0
10.	10	Appointment of Mr. Haresh Bhojwani as the Managing Director and Chief Executive Officer of the Company.	Special Resolution	22	22	22	22	0	0	0	0	0	0	0

11.	11	Adoption of New set of AOA as required by new Companies Act 2013.	Special Resolution	22	22	22	0	0	0	0	0
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For D. S. Momaya & co.

**Divya Momaya
Membership No. 7195
C P No. 7885**

**Place:- Mumbai
Date:- 22/09/2014**