



**SCRUTINIZER'S REPORT**

To  
The Chairman  
**Dalmia Laminators Limited**  
130, Cotton Street, Kolkata - 700007

Dear Sir,

**Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the 30th Annual General Meeting of Dalmia Laminators Limited held on Friday, September 30, 2016 at 10.30 a.m.**

I, Md. Shahnawaz, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Dalmia Laminators Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, to scrutinize the remote e-voting and voting by ballots taken at the 30th Annual General Meeting (AGM) of the Company held on Friday, September 30, 2016 at 10.30 a.m. at the Registered Office of the Company at 130, Cotton Street, Kolkata – 700007.

The Annual Report containing the AGM Notice dated August 13, 2016 (hereinafter referred as Notice of AGM), and other statements and reports, were sent in hard copy through Registered Post to the members. The despatch of hard copy of the Annual Report was completed on September 5, 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 30th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and on the voting by use of ballots at the meeting.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

**A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 23, 2016, were entitled to vote on the resolutions as contained in the Notice of the AGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Tuesday, September 27, 2016 and ended at 5.00 p.m. on Thursday, September 29, 2016, and the CDSL e-voting platform was blocked thereafter.



**B. Relating to voting by ballot**

1. The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

**C. Result of remote e-voting and voting through ballot are as under:**

1. The voting rights of the members were reckoned as on the “cut-off date”, i.e., September 23, 2016, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 11.27 a.m. in presence of two witnesses, namely, Mr. Md. Yousuf Hayat and Mr. Aditya Gopal Mishra, who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:

*Md. Yousuf Hayat*  
.....

*Aditya*  
.....

3. The details of the voting by the members, who voted “For” or “Against” through remote e-voting were diligently scrutinized.
4. The results of voting are as under:

**ORDINARY BUSINESS**

**Resolution - 1**

**Ordinary Resolution** - Receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	19	Nil	19
No. of Votes cast by them	4039650	Nil	4039650
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil



(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

**Resolution - 2**

**Ordinary Resolution** - Re-appointment of Ms. Bhagwati Devi Dalmia (DIN: 00584031) as a Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	19	Nil	19
No. of Votes cast by them	4039650	Nil	4039650
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

**Resolution - 3**

**Ordinary Resolution** – Ratification of appointment of Statutory Auditors and fixation of their remuneration.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	19	Nil	19
No. of Votes cast by them	4039650	Nil	4039650
% of total no. of valid vote cast	100.00%	Nil	100.00%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil



(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

5. A compact disc containing list of members who have voted either "For" or "Against" is enclosed with this report.
6. All relevant records of remote e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 30th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

*Md. Shahnawaz*

**Md. Shahnawaz**  
Practising Company Secretary  
C.P. No.15076  
Membership No.21427



September 30, 2016, Kolkata