

**PRAMOD AGARWAL & CO.**  
Company Secretaries

**BAGREE MARKET**  
**71, CANNING STREET**  
**4<sup>TH</sup> FLOOR, R.N.C-459**  
**KOLKATA-700001**  
**PH.NO.4005-2098**

**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies  
(Management and Administration) Rules, 2014]

To,  
THE CHAIRMAN  
Dalmia Laminators Ltd.  
130 COTTON STREET,  
Kolkata - 700 007 (W.B.)

**SUBJECT : Report on the e-Voting Process for the Extra Ordinary General Meeting of**  
**DALMIA LAMINATORS LTD**

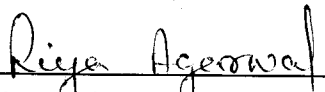
Dear Sir,

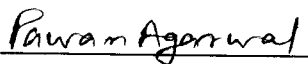
I, Pramod Agarwal, a Company Secretary in practice, holding Membership Number FCS 5895 and Certificate of Practice Number 4193 and Proprietor of PRAMOD AGARWAL & CO., Company Secretaries at 71, Canning Street, "Bagri Market", 4<sup>th</sup> floor, Room No C459, Kolkata- 700001 have been appointed by the Board of Directors of **M/s DALMIA LAMINATORS LTD** as a Scrutinizer for conducting the e-voting process for the Extra Ordinary General Meeting of the Company to be held on 25<sup>th</sup> March 2015 at 10.30 A.M..

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated, based on the reports generated from the E-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide E-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:-

- I. The e-voting period remained open from Wednesday, 18<sup>th</sup> March, 2015 (9.00 A.M) to Friday, 20<sup>th</sup> March, 2015 (6:00 P.M).
- II. The members of the Company as on the "cut-off" date i.e. 20<sup>th</sup> Feb, 2015 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the EGM of the Company).
- III. The votes cast were unblocked on March 21<sup>ST</sup>, 2015 in the presence of two witnesses, Ms. Riya Agarwal and Mr. Pawan Agarwal who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Riya Agarwal

  
Name: Pawan Agarwal

- IV. Thereafter, the details *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central

Reso lution No	Subject matter of the Resolution	Total No of shares through E- voting	Assent/in favour of		Dissent/against	
			No of Votes through e- Voting	% of votes in favour of votes through e- voting	No of Votes through E- voting	% of votes against on votes through E-voting
01	Approval of Related Party Transaction to be Entered by the Company (Special Resolution)	1991850	1991850	100	0	0
02	Re-Appointment of Mr. Girdhar Gopal Dalmia as Managing Director & CEO of the Company (Special Resolution)	691650	691650	100	0	0
03	Appointment of Mr. Manish Dalmia as whole time designated as Chief Financial Officer (CFO) of the Company (Ordinary Resolution)	691650	691650	100	0	0
04	Approval to make Investments or give/ provide loans/ guarantees /security to subsidiaries/ joint ventures/associate Companies/Body Corporates (Special Resolution)	1991850	1991850	100	0	0
05	Adoption of New Articles Of Association (Special Resolution)	3709650	3709650	100	0	0

You may accordingly declare the result of the e-voting.

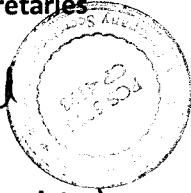
Thanking you,

Yours Faithfully,

**For M/s PRAMOD AGARWAL & CO.**

**Practising Company Secretaries**

*P. Agarwal*



**(CS PRAMOD AGARWAL- Proprietor)**

**SCRUTINIZER**

**MEMBERSHIP NO.: 5895**

**C. P.: No. 4193**

Place : Kolkata

Dated : 23<sup>rd</sup> March, 2015