



**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 Extra-ordinary General Meeting of Dalmia Laminators Limited held on Monday, March 27, 2017 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 Extra-ordinary General Meeting (EGM) of the Company held on Monday, March 27, 2017 at 10.30 a.m. at the Corporate Office of the Company at "Dalmia House", 392, Block – G, New Alipore, Kolkata - 700053.

The EGM Notice dated February 14, 2017 (hereinafter referred as Notice of EGM), and other statements, were sent in hard copy through Registered Post to the members on March 3, 2017.

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 EGM 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 EGM 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., March 20, 2017, were entitled to vote on the resolutions as contained in the Notice of the EGM.
3. The voting period for remote e-voting commenced at March 24, 2017 at 9.00 A.M. and ends on March 26, 2017 at 5.00 P.M., 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 EGM and who had not cast their vote earlier through remote e-voting facility. Ballot papers were distributed to such shareholders and allowed to vote.
2. After the time fixed for closing of the voting by ballot papers by the Chairman, the ballot boxes were opened in my presence and ballot papers were diligently scrutinized. The ballot 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. There was no ballot paper which was incomplete or found defective.

**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., March 20, 2017, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the EGM.
2. After the conclusion of the EGM, the votes cast through remote e-voting were unblocked at 12.17 p.m. in presence of two witnesses, namely, Mr. Aditya Gopal Mishra and Mr. Manjeet Singh, who are not in the employment of the Company.

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

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3. The details of the voting by the members, who voted “For” or “Against” through remote e-voting were diligently scrutinized.
4. The combined result of voting (both through remote e-voting and ballot paper) are as under:

**SPECIAL BUSINESS**

**Resolution - 1**

**Special Resolution** - Payment of remuneration to Mr. Girdhar Gopal Dalmia, Managing Director & CEO of the Company, for the period from April 1, 2016 till March 31, 2020

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	8	7	15
No. of Votes cast by them	1650	26,28,200	26,29,850
% of total no. of valid vote cast	100.00%	100.00%	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

**Special Resolution** - Payment of remuneration to Mr. Manish Dalmia, Executive Director & CFO of the Company, for the period from April 1, 2016 till February 28, 2018

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	8	7	15
No. of Votes cast by them	1650	26,28,200	26,29,850
% of total no. of valid vote cast	100.00%	100.00%	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 EGM 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



March 28, 2017, Kolkata