



SCRUTINIZER'S REPORT

To

The Chairman of the Extra-Ordinary General Meeting of **DALMIA LAMINATORS LIMITED (CIN L51491WB1986PLC040284)**, held on Tuesday, February 5, 2019 at 10.30 a.m. at the Corporate Office of the Company at 'Dalmia House', 392, Block-G, New Alipore, Kolkata – 700053

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through remote e-voting and voting through ballot papers at the Extra-Ordinary General Meeting of Dalmia Laminators Limited held on Tuesday, February 5, 2019 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) to scrutinize the remote e-voting and voting by using ballot papers at the Extra-Ordinary General Meeting (EGM) of the Company held on Tuesday, February 5, 2019 at 10.30 a.m. at 'Dalmia House', 392, Block-G, New Alipore, Kolkata – 700053, 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, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

The Notice of EGM dated January 7, 2019, and other statements (hereinafter referred as Notice of EGM), were sent to the members in hard copy through Courier. The despatch of hard copy of the Annual Report was completed on January 14, 2019.

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 ballot papers by the shareholders on the resolutions proposed in the Notice of the EGM 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 papers 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' on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by Central Depository Service Limited (CDSL) and on the voting by use of ballot papers at the meeting.

I submit my report in respect of the resolution 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 Service 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., January 29, 2019, were entitled to vote on the resolution as contained in the Notice of the EGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Saturday, February 2, 2019 and ended at 5.00 p.m. on Monday, February 4, 2019, and the CDSL e-voting platform was blocked thereafter.



B. Relating to voting by ballot papers

1. The Company had also provided facility to vote through ballot papers 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 box was 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 paper are as under:

1. After the conclusion of the EGM, the ballot box was opened and ballot papers were removed and examined.
2. The votes cast through remote e-voting were unblocked at 11:06 a.m. in presence of two witnesses, namely, Mr. Surya Prakash Pandey and Ms. Pooja Bansal, who are not in the employment of the Company.
3. The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.

The combined result of voting (both through remote e-voting and ballot paper) are as under:

ORDINARY BUSINESS

Resolution - 1

Special Resolution - Approval of Loans, Guarantee or Security under Section 185 of Companies Act, 2013

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	11	2	13
No. of Votes cast by them	4038000	125	4038125
% 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

4. Based on the above results, I report that the resolution contained at item no. 1 has been duly approved by the shareholders with requisite majority.
5. The remote e-voting and other relevant documents/registers 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 Whole-Time Director for safe keeping.

Thanking you,
Yours faithfully,

For M Shahnawaz & Associates
Practicing Company Secretary

Md. Shahnawaz



CS Md. Shahnawaz
(Proprietor)
ACS No. 21427
C P No: 15076

February 5, 2019, Kolkata