



CERTIFIED TRUE COPY

for **BDH INDUSTRIES LTD.**

SCRUTINIZER'S REPORT


NIKITA PHATAK
COMPANY SECRETARY

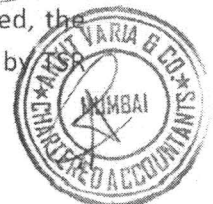
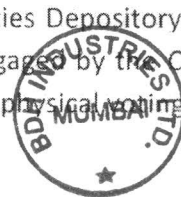
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairperson of 26th Annual General Meeting of the Members of BDH INDUSTRIES LIMITED (the Company) held on Thursday, 22nd September, 2016 at 3.00 p.m. at Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West), Mumbai 400095.

Dear Sir,

1. I, Mr. Ankit Varia, Practising Chartered Accountant, Proprietor of M/S Ankit Varia & Co., Mumbai was appointed by the Board of Directors of BDH Industries Limited (the Company) as the Scrutinizer for the purpose of scrutinizing e-voting and physical voting process and ascertaining the voting results in respect of the same as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended, on the resolutions contained in the notice of 26th Annual General Meeting (AGM) of the members of the Company held on Thursday, 22nd day of September, 2016 at Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West), Mumbai 400095 at 3.00 p.m.
2. 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 and physical means on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as the Scrutinizer for e-voting and physical voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from e-voting system provided by National Securities Depository (India) Limited, the authorised agency to provide e-voting facilities engaged by the Company and by Darashaw Limited, Registrar and Transfer Agent for physical voting.



A-402 Jaydev Towers, Charkop Sector 8, Kandivali (West), Mumbai - 400 067

The notice contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically (remote e-voting) or physically (Ballots) as provided in the Rule 20.

The Company had extended voting facility by physical ballots at the request of the members and also at Annual general meeting to those shareholders who are physically present in the meeting or by proxy and have not voted electronically.

3. Further to the above, I submit my report as under :-
- i. The Remote e-voting period remained open from Monday, 19th September, 2016 (9.00 am) to Wednesday, 21st September, 2016 (5.00 pm).
 - ii. The members of the Company as on the "cut-off" date i.e. 22nd September, 2016 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 26th AGM of the Company)
 - iii. Votes cast through Remote e-voting were unblocked and Ballot Box containing voting ballots was opened on Thursday, 22nd September 2016 after conclusion of Annual General Meeting in the presence of Mr. Sunil Bhandari and Mr. Rajeev Shah not in the employment of the Company; have signed below in confirmation of the votes being unblocked / opened in their presence.
 - iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the website of National Securities Depository (India) Limited i.e. www.evoting.nsdl.com and based on such report and physical ballot report generated by M/s. TSR Darashaw Limited, Registrar and Transfer Agents, the result of the Remote e-voting and physical voting is as under:-

