



**CONSOLIDATED SCRUTINISER'S REPORT**

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014

To,

The Chairperson of the 27<sup>th</sup> Annual General Meeting of Equity share holders of BDH Industries Limited held on Wednesday 27<sup>th</sup> September 2017 at Swagath Bageecha, Bageecha Complex, Marve Road, Malad (West), Mumbai 400095 at 3.00 p.m.

Dear Sir,

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 Scrutiniser for Electronic as well as physical voting process at the 27<sup>th</sup> Annual General meeting ('AGM') of the Company held on Wednesday 27<sup>th</sup> September 2017.

My responsibility as the Scrutiniser is restricted to ascertaining the voting processes and make Scrutiniser's Report of the votes cast 'in favour' or "against" the resolutions contained in the notice of AGM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM of the Company.

Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had provided Remote e-voting facility with the detailed procedure and instructions contained in the Notice of the AGM. The Company had also provided voting facility by physical ballots at AGM to those shareholders who were physically present at the meeting personally or by proxy and have not voted electronically.

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

- i. The Equity share holders of the Company as on the "cut-off" date i.e. Wednesday 20<sup>th</sup> September, 2017 were entitled to vote on the resolutions nos. 1 to 4 as set out in the notice.

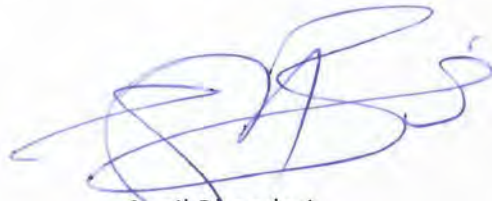
A-402 Jaydev Towers, Charkop Sector 8, Kandivali (West), Mumbai - 400 067



- ii. The Remote e-voting period commenced on Sunday 24<sup>th</sup> September 2017 at 9.00 a.m. (IST) and ended on Tuesday, 26<sup>th</sup> September, 2017 at 5.00 p.m. (IST).
- iii. On Tuesday, 26<sup>th</sup> September 2017 after the end of Remote e-voting period, limited information report containing name, folio number and number of shares held etc. except votes cast by the members who voted electronically was generated from the portal of National Securities Depository Limited ('NSDL').
- iv. For the purpose of physical voting at AGM, one separate ballot box locked in my presence with due identification marks placed by me was kept for polling.
- v. The locked ballot box was opened and votes cast through Remote e-voting were unblocked after conclusion of AGM in the presence of two witnesses, Mr. Rajeev Shah and Mr. Sunil Bhandari who are not in the employment of the Company. They have signed below in the confirmation.



Rajeev Shah



Sunil Bhandari

- vi. The ballot papers were diligently scrutinised and reconciled with the records maintained by the Company and TSR Darashaw Limited, Registrar and Transfer Agents ('R&T') and the authorisations / proxies lodged with the Company.
- vii. None of the ballot papers were mutilated or invalid. The duplicate ballot papers were set aside and not considered for the purpose of this report.

Based on the report of Remote e-voting generated from the portal of NSDL and report of poll generated with the assistance of R&T, the combined result of the voting at AGM is as under:-





Ordinary Business:

Item No. 1

Ordinary Resolution:

Adoption of Audited financial statements for the financial year ended 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	9	2,276	100
Ballot at AGM	39	28,30,008	100
<b>Total</b>	<b>48</b>	<b>28,32,284</b>	<b>100</b>

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	-
Ballot at AGM	0	0	-
<b>Total</b>	<b>0</b>	<b>0</b>	<b>-</b>

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Ballot at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The resolution was passed with requisite majority.



Item No. 2

Ordinary Resolution:

Declaration of dividend on Equity Shares.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	9	2,276	100
Ballot at AGM	39	28,30,008	100
<b>Total</b>	<b>48</b>	<b>28,32,284</b>	<b>100</b>

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	-
Ballot at AGM	0	0	-
<b>Total</b>	<b>0</b>	<b>0</b>	<b>-</b>

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Ballot at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The resolution was passed with requisite majority.



Item No. 3

Ordinary Resolution:

Re-appointment of Ms. Karthika Nair (DIN 00019695), who retires by rotation as Director.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	9	2,276	100
Ballot at AGM	39	28,30,008	100
<b>Total</b>	<b>48</b>	<b>28,32,284</b>	<b>100</b>

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	-
Ballot at AGM	0	0	-
<b>Total</b>	<b>0</b>	<b>0</b>	<b>-</b>

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Ballot at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The resolution was passed with requisite majority.





Item No. 4:

Ordinary Resolution:

Appointment of Auditors and fixing their remuneration.

Voted in favour of the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	9	2,276	100
Ballot at AGM	39	28,30,008	100
Total	48	28,32,284	100

Voted against the resolution:

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	-
Ballot at AGM	0	0	-
Total	0	0	-

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Ballot at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.

Date: September 28, 2017

Place: Mumbai



A handwritten signature in blue ink that reads "Ankit Varia".

Ankit Varia  
Proprietor  
Ankit Varia and Co.  
Chartered Accountants  
Mem. No.151266

A handwritten signature in blue ink that reads "Jayashree Nair".



JAYASHREE NAIR

CHAIRPERSON OF THE MEETING