



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

The Chairman
Badridas Investment Company Limited
'Nicco House', 5th Floor
2, Hare Street
Kolkata - 700 001

Dear Sir,

I, Asit Kumar Labh, Practising Company Secretary, (ACS-32891/CP-14664) was appointed as the scrutinizer in connection with 43rd Annual General Meeting of the members of **Badridas Investment Company Limited** ("Company") held on Wednesday, 30th day of September, 2015 at 3.00 PM at the Registered Office of the Company at 'Nicco House', 5th Floor, 2, Hare Street, Kolkata - 700 001 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 29th July, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Pvt. Ltd.. the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Sunday, the 27th September, 2015 up to 5.00 PM IST on Tuesday, the 29th September, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. Wednesday, 23rd September, 2015 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 29th day of July, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Wednesday, the 30th day of September, 2015 around 5:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150828053] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
4000	4000	0

b) Resolution 2

To appoint a Director in place of Mr. Shambhu Agarwal (DIN : 00015736), who retires by rotation and being eligible, offers himself for reappointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
4000	4000	0



**c) Resolution 3**

Appointment of M/s. H. R. Agarwal & Associates, Chartered Accountants as the Statutory Auditors and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
4000	4000	0

** SPECIAL BUSINESS:****d) Resolution 4**

Type of Resolution : Special Resolution

Appointment of Mrs. Aruna Periwal (DIN: 00013686) as Managing Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
4000	4000	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
139800	139800	0



**b) Resolution 2**

To appoint a Director in place of Mr. Shambhu Agarwal (DIN : 00015736), who retires by rotation and being eligible, offers himself for reappointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
139800	139800	0

c) Resolution 3

Appointment of M/s. H. R. Agarwal & Associates, Chartered Accountants as the Statutory Auditors and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
139800	139800	0

** SPECIAL BUSINESS:****d) Resolution 4**

Type of Resolution : Special Resolution

Appointment of Mrs. Aruna Periwal (DIN: 00013686) as Managing Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
139800	139800	0

8. Thus, the combined result of the remote e-voting [EVSN : 150828053] and votes casted through physical ballot papers distributed at the venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
143800	143800 (100.00%)	0 (0.00%)

b) Resolution 2

To appoint a Director in place of Mr. Shambhu Agarwal (DIN : 00015736), who retires by rotation and being eligible, offers himself for reappointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
143800	143800 (100.00%)	0 (0.00%)

c) Resolution 3

Appointment of M/s. H. R. Agarwal & Associates, Chartered Accountants as the Statutory Auditors and to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
143800	143800 (100.00%)	0 (0.00%)



** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Special Resolution****Appointment of Mrs. Aruna Periwal (DIN: 00013686) as Managing Director of the Company**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
143800	143800 (100.00%)	0 (0.00%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly



Asit Kumar Labh
Practising Company Secretary
(ACS-32891/CP-14664)

Place: Kolkata
Dated: 01.10.2015

**Verified the contents and received the Report of the Scrutinizer
For Badridas Investment Company Limited**

(Shambhu Agarwal)
Director