



CONSOLIDATED SCRUTINIZER'S REPORT

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

**The Chairman
of the 47th Annual General Meeting of
Badridas Investment Company Limited
'Nicco House', 5th Floor
2, Hare Street
Kolkata - 700001**

Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with the 47th Annual General Meeting of the members of "*Badridas Investment Company Limited*" ("*Company*") held on Monday, 30th September, 2019 at the Registered Office of the Company at Nicco House, 5th Floor, 2, Hare Street, Kolkata – 700 001 at 12:00 Noon 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 for the said voting 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 30th August, 2019. My responsibility as a scrutinizer for remote e-voting and voting through 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 Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 27th September, 2019 up to 5.00 P.M. IST on Sunday, the 29th September, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 23rd September, 2019 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 30th August, 2019 of the Annual General Meeting of the Company.
3. 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.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Monday, the 30th September, 2019 around 01:50 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Kolkata - 700060 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 190913010] and votes casted through physical ballot papers distributed at the AGM venue are as under:




<A> ORDINARY BUSINESS:
a) Resolution 1

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Directors' and the Auditors' thereon

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	117092	
Voting by ballot	5	296190	
Total	10	413282	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**b) Resolution 2**

To appoint a Director in place of Mr. Ashok Kumar Sharma (DIN: 08292749), who retires by rotation and being eligible, offers herself for re-appointment

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	117092	
Voting by ballot	5	296190	
Total	10	413282	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



** SPECIAL BUSINESS:****c) Resolution 3 : Special Resolution**

Re-appointment of Mrs. Aruna Periwal (DIN: 00013686) as Managing Director of the Company for a further period of 3 (Three) years, w.e.f. 1st January, 2020

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	117092	
Voting by ballot	5	296190	
Total	10	413282	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**d) Resolution 4 : Special Resolution**

Re-appointment of Mr. Prakash Chand Bhutoria (DIN: 06963655) as an Independent Director of the Company for a further period of 5 (Five) years, w.e.f. 1st October, 2019

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	117092	
Voting by ballot	5	296190	
Total	10	413282	100.00%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**e) Resolution 5 : Special Resolution**

Re-appointment of Mr. Mahesh Kumar Saraf (DIN: 00047333) as an Independent Director of the Company for a further period of 5(Five) Years, w.e.f. 1st October, 2019

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	117092	
Voting by ballot	5	296190	
Total	10	413282	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**f) Resolution 6 : Ordinary Resolution****Appointment of Mr. Ashok Kumar Sharma (DIN: 08292749), as Director of the Company***(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	117092	
Voting by ballot	5	296190	
Total	10	413282	100.00%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



ASIT KUMAR LABH

B.Com.(H), ACS



c/o **A. K. LABH & Co.**
Company Secretaries

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8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Director as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly,

Asit Kumar Labh
Practicing Company Secretary
(ACS - 32891 / CP No. - 14664)



Place: Kolkata
Dated: 01.10.2019

UDIN: A032891A000020318



ASIT KUMAR LABH

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c/o **A. K. LABH & Co.**
Company Secretaries

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Witness:

1. *Rachana Agarwal.*

(Rachana Agarwal)
162/2, Benaras Road, Salkia
Howrah - 711106

2. *Anushree Dasgupta*

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road,
Kolkata - 700060



Received the Report of the Scrutinizer
For Badridas Investment Company Limited

Aruna Periwal

(Aruna Periwal)
Managing Director
DIN : 00013686

