



## **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**  
**Badridas Investment Company Limited**  
**'Nikko House', 5th Floor**  
**2, Hare Street**  
**Kolkata – 700 001**

*Dear Sir,*

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP – 14664) was appointed as the scrutinizer in connection with 44<sup>th</sup> Annual General Meeting of the members of "**Badridas Investment Company Limited**" ("**Company**") held on Friday, 30<sup>th</sup> day of September, 2016 at 10:00 A.M. at the Registered office of the Company at Nikko House, 5<sup>th</sup> Floor, 2, Hare Street, Kolkata- 700001 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 votings 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 11<sup>th</sup> August, 2016. My responsibility as a scrutinizer for the remote voting process through electronic means 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 Tuesday, the 27<sup>th</sup> September, 2016 up to 5.00 P.M. IST on Thursday, the 29<sup>th</sup> September, 2016.





2. The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice dated 11<sup>th</sup> August, 2016 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 votes were unblocked on Friday, the 30<sup>th</sup> September, 2016 around 1.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700021 and Ms. Vinita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVSN : 160812012] 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 31<sup>st</sup> March, 2016 together with the Reports of the Directors' and 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	9	252442	
Voting by ballot	2	110500	
<b>Total</b>	<b>11</b>	<b>362942</b>	<b>100.00%</b>



**(ii) Voted against the Resolution:**

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

**(iii) Invalid Votes:**

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

**b) Resolution 2**

**To appoint a Director in place of Mrs. Aruna Periwal (DIN: 00013686) who retires by rotation and being eligible, offers herself for re-appointment**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	252442	
Voting by ballot	2	110500	
<b>Total</b>	<b>11</b>	<b>362942</b>	<b>100.00%</b>



**(ii) Voted against the Resolution:**

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

**(iii) Invalid Votes:**

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

**c) Resolution 3 : Ordinary Resolution**

**To appoint M/s. H. R. Agarwal & Associates, Chartered Accountants (FRN: 323029E) as the Auditors of the Company and fixing of their remuneration**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	252442	
Voting by ballot	2	110500	
<b>Total</b>	<b>11</b>	<b>362942</b>	<b>100.00%</b>



**(ii) Voted against the Resolution:**

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

**(iii) Invalid Votes:**

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

**<B> SPECIAL BUSINESS:****d) Resolution 4 : Special Resolution**

**Adoption of New Set of Articles of Association of the Company in accordance with Companies Act, 2013**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	252442	
Voting by ballot	2	110500	
<b>Total</b>	<b>11</b>	<b>362942</b>	<b>100.00%</b>



**(ii) Voted against the Resolution:**

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

**(iii) Invalid Votes:**

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

**e) Resolution 5 : Special Resolution**

**To revise remuneration of Mrs. Aruna Periwal (DIN: 00013686), Managing Director of the Company**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	9	252442	
Voting by ballot	2	110500	
<b>Total</b>	<b>11</b>	<b>362942</b>	<b>100.00%</b>



**(ii) Voted against the Resolution:**

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

**(iii) Invalid Votes:**

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

7. All the resolutions proposed hereinabove have been passed unanimously.
8. 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*  
**Asit Kumar Labh**  
**Practicing Company Secretary**  
**(ACS - 32891 / CP No. - 14664)**



**Place: Kolkata**  
**Dated: 01.10.2016**