



## Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amended Rules, 2015]

To,  
The Chairman  
Dhunseri Petrochem Limited  
Dhunseri House, 4A, Woodburn Park,  
Kolkata-700020

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, mutatis mutandis, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 and pursuant to Order dated 17th May, 2016 passed by Hon'ble Calcutta High Court in Company Application No. 391 of 2016**

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Dhunseri Petrochem Limited ("Company"), for the purpose of scrutinizing the Postal Ballot/E-Voting Process, seeking approval of public shareholders of the Company for the resolution stated in the notice dated 20<sup>th</sup> May, 2016, proposed to be passed in terms of Paragraph 9(a) of Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November 2015, in addition to the Court Convened Meeting of the Company, submit my report as under:

1. In accordance with the Notice dated 20<sup>th</sup> May, 2016 dispatched to the Shareholders by prescribed mode in respect of the below mentioned resolution to be passed, the voting commenced from 09.00 A.M. IST on Monday, the 30<sup>th</sup> of May, 2016 and ended at 05.00 P.M. IST on Tuesday, the 28<sup>th</sup> of June, 2016 for postal ballots as well as for e-voting. The E-voting facility was offered by National Securities Depository Limited (NSDL). The votes were unblocked in the presence of two witnesses namely, Mr. Sukumar Kundu, residing at Sailesh Nagar, Gangangar, Kolkata - 700132 and Mrs. Mittali Bose, residing at 5A, Saha Aman Lane, Kolkata - 700027, who were not in employment of the Company, at around 05.02 P.M. IST on 28<sup>th</sup> of June, 2016 and the voting summary was downloaded from the National Securities Depository Limited (NSDL) E-voting System (<https://www.evoting.nsdl.com>)
2. The Shareholders holding shares as on the "cut off" date, i.e., 20<sup>th</sup> May, 2016 were entitled to vote on the proposed resolution as mentioned in the Notice of the Postal Ballot.
3. The details containing, inter alia, list of the members, who voted "For" or "Against" on the resolution were derived from the postal ballot received from the members of the Company as well as the report generated from the e-voting website of the NSDL (<https://www.evoting.nsdl.com>) in respect of voting through e-voting.
4. The Postal Ballots received were scrutinized and reconciled with the records maintained by the Company / R&TA and the authorizations/ Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting,





# K. C. DHANUKA & CO.

COMPANY SECRETARIES

419, CENTRE POINT,  
21 HEMANTA BASU SARANI,  
KOLKATA - 700 001  
& : 2248-5806, 3022-5806,  
Mobile : 98300 53619,  
E-mail : dhanuka419@yahoo.co.in

i.e., on e-voting as well as by postal ballot. Invalid ballots were marked and segregated and summary results were prepared.

5. 1 (One) shareholder had exercised voting through both the modes, that is, postal ballot and e-voting and has been marked by me as invalid in e-voting, as per the instructions stated in the notice dated 20<sup>th</sup> May, 2016.
6. 1 (One) postal ballot was received from a member, who was not a shareholder of the Company as on the cut-off date. So, the same has not been considered by me in the below results.
7. The results of the voting is as under:

## A. SPECIAL BUSINESS

### 1. Resolution 1

“Resolved that the Scheme of Arrangement between Dhunseri Petrochem Limited and Dhunseri Petglobal Limited and their respective shareholders presented in Company Application No. 391 of 2016 filed jointly by Dhunseri Petrochem Limited and Dhunseri Petglobal Limited before the Hon’ble High Court at Calcutta be and is hereby approved.”

- i. Voted **in favour** of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	49	5,99,550	25.00
Voting through Ballot Forms	169	17,94,773	74.83
<b>Total</b>	<b>218</b>	<b>23,94,323</b>	<b>99.82</b>

- ii. Voted **against** the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	7	4,019	0.17
Voting through Ballot Forms	18	245	0.01
<b>Total</b>	<b>25</b>	<b>4,264</b>	<b>0.18</b>

- iii. **Invalid** votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	1	150
Voting through Ballot Forms	10	664
<b>Total</b>	<b>11</b>	<b>814</b>

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Place: **Kolkata**  
Dated: 29.06.2016

Yours faithfully,

**K. C. DHANUKA & CO.**  
Company Secretaries

*K. C. Dhanuka*  
**K. C. DHANUKA**  
Proprietor  
FCS-2204, CP-1247  
29/06/2016