

Jagannath Kar

Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman

1st Extra-ordinary General Meeting for the Financial Year 2017-18 of the Members of

Nidhan Commercial Co Limited

97, Park Street, 5th Floor

Kolkata-700 016

Sub: Consolidated Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot (Poll) at their meeting", in respect of the resolutions contained in the Notice of the 1st Extra-ordinary General Meeting of the Financial Year 2017-18 of Nidhan Commercial Co Limited.

Dear Sir,

I, Jagannath Kar, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors M/s. Nidhan Commercial Co Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof), and
- (ii) Scrutinizing the physical Ballot (poll) voting process under the provisions of Section 109 of Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) conducted for passing the resolutions contained in the notice convening **1st Extra-ordinary General Meeting of the Financial Year 2017-18 (EGM)** of the Equity Shareholders of the Company held at 97, Park Street, 5th Floor, Kolkata - 700 016 on Monday, the 4th day December, 2017 at 11.00 a.m.

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 poll on the resolutions contained in the Notice to the EGM of the members of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the EGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" or "abstained" the resolutions stated below, based on the reports generated from the e-voting system provided by CDSL the authorised agency engaged by the Company to provide remote e-voting facility for e-voting and on poll conducted at the EGM.



The notice dated 7th November, 2017 convening the EGM were sent to the shareholders in respect of below mentioned resolutions to be passed at the EGM of the equity shareholders of the Company.

The Company has also released an advertisement, which was published after completion of dispatch of EGM Notice in The Echo of India, English Newspaper and Arthik Lipi, Bengali Newspaper both on 13th November, 2017. The notice published in the newspaper carried the required information as specified in the Rule.

The Company had availed the remote e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the shareholders of the Company. The shareholders of the Company holding shares of the Company as on the "cut off" date i.e. 27th November, 2017 were entitled to vote on the resolutions contained in the notice convening EGM of the Company.

The period for remote e-voting commenced on Friday, 1st December, 2017 (09.00 a.m.) and ended on Sunday, 3rd December, 2017 (5.00 p.m.). The CDSL remote e-voting platform was blocked thereafter.

The Company also provided voting by physical ballot (poll) at the venue of the EGM who has not voted electronically. The Chairman announced the poll at the EGM for the shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in presence of two witnesses who are not in employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

1. Pritha Sinha *Pritha Sinha*
2. Rajshree Sharma *Rajshree Sharma*

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

I did not find any poll papers invalid.

The votes cast through remote e-voting were unblocked after the voting by physical ballots were completed and counted. The said remote e-voting was unblocked by me in the presence of following two witnesses and who are not in employment of the Company and who have put their signatures alongside their names as given below.

1. Pritha Sinha *Pritha Sinha*
2. Rajshree Sharma *Rajshree Sharma*

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the website of CDSL and also the Ballot forms received during the Poll process at the EGM.



The Consolidated Report on the result of the remote e-voting and voting at the meeting through physical ballot (poll) in respect of the said Resolutions is as under:

A. Resolution No. 1:

To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013. (**Special Resolution**)

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

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	54700	100
Physical Ballot (Poll)	11	140400	100
Total	18	195100	100

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

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
Total	0	0

B. Resolution No. 2:

To Increase in the Authorized Share Capital and alteration of Capital Clause in the Memorandum of Association of the Company (**Ordinary Resolution**).

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

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	54700	100
Physical Ballot (Poll)	11	140400	100
Total	18	195100	100



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

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
Total	0	0

C. Resolution No. 3:To approve issue Bonus Shares (**Special Resolution**)(i) Voted **in favour** of the resolution:

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	54700	100
Physical Ballot (Poll)	11	140400	100
Total	18	195100	100

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

Type of Voting	Number of members present and voted.	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Physical Ballot (Poll)	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members present and voted.	Number of votes cast by them
Remote e-voting	0	0
Physical Ballot (Poll)	0	0
Total	0	0



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Based on the aforesaid results, I report that the resolution as contained in Item - 1 to Item - 3 of the EGM notice have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting and all the physical Ballot (poll) forms shall remain in my safe custody until the Chairman considers, approves and sign the minutes in this regard and thereafter the same will be handed over to the Chairman of the Meeting and/or Person authorized by the Board for safe keeping.

Thanking You,

Yours truly,
For **JAGANNATH KAR**
Company Secretaries

Jagannath Kar
JAGANNATH KAR
Proprietor
C.P. No.: 7591

Date: 04.12.2017

Place: Kolkata

