

**VIDHYA BAID & CO.**  
*Company Secretaries*

2/1 Synagogue Street  
Kolkata - 700 001  
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**REPORT OF SCRUTINIZER**

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

To

**The Chairman**

of 44<sup>th</sup> Annual General Meeting of **Bhiwani Vanaspati Limited** held on Tuesday, 29<sup>th</sup> September, 2015 at 11:30 am at Rasoi Court, 20 , Sir R. N. Mukherjee Road, Kolkata – 700001.

**Dear Sir,**

I ,Vidhya Baid , Practising Company Secretary ( ACS:- 23954 / CP:- 8686) and proprietor of M/s. Vidhya Baid & Co., Company Secretaries , Kolkata was appointed as the Scrutinizer in connection with the Forty Fourth Annual General Meeting of the members of "**BHIWANI VANASPATI LIMITED**" (" Company") held on Tuesday , 29<sup>th</sup> September , 2015 at 11:30 A.M. at the Registered Office of the Company , at Rasoi Court , 20 R. N. Mukherjee Road, Kolkata – 700 001 for the purpose of scrutinizing the remote e – voting and voting through ballot at the Meeting process in a fair and transparent manner and ascertaining the requisite majority on remote e – voting and voting through ballot process carried out as per the provisions of the Companies Act , 2013 and sub – rule (xii) of Rule 20 of the Companies ( Management and Administration ) Rules as amended on the resolutions referred to in this report.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting by way of remote e-voting and voting by using ballots by the members on the resolutions proposed in the notice of the 44th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast "In favour" or "against" if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and of voting through ballots as provided by the Company.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. (IST) on Thursday, the 24<sup>th</sup> day of September, 2015 upto 5.00 P.M. (IST) on Monday, the 28<sup>th</sup> day of September, 2015.



2. The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> day of September, 2015 were entitled to vote on the proposed 4 ( Four ) resolutions as mentioned in the notice dated 14<sup>th</sup> August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Tuesday, the 29<sup>th</sup> day of September , 2015 at 2.00 P. M. in the presence of two witnesses, namely, Mr. Manik Raha, residing at 4/2 Olabibitalla Lane, Howrah 711104 and Mr. Shyam Sunder Dutta residing at Kamalgazi, South Kumrakhali, Kolkata 700103 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 Central Depository Services (India) Limited .(<https://www.evotingindia.com>)
5. I have rendered Scrutinizer report separately on the remote e-voting and by using ballots at the Meeting and I hereby submit consolidated Scrutinizer's Report on all resolution contained in the Notice of the aforesaid Annual General Meeting.
6. The result of the e-voting [EVSN : 150922006] is as under :

**<A>ORDINARY BUSINESS :**

**a) Resolution 1**

**To consider, approve and adopt the audited financial statements of the Company for the financial year ended 31.03.2015 together with the reports of the Director's and Auditor's thereon.**

**Type of Resolution: Ordinary Resolution**

No. of Members Voted	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
7	431399	431399 (100 %)	NIL

**b) Resolution 2**

**Appointment of Auditors**

**Type of Resolution: Ordinary Resolution**

No. of Members Voted	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
7	431399	431399 (100 %)	NIL



**<B>SPECIAL BUSINESS :**

**c) Resolution 3**

**Appointment of Mr. Sumit Bhalotia as Independent Director of the Company**

**Type of Resolution: Ordinary Resolution**

No. of Members Voted	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
7	431399	431399 (100 %)	NIL

**d) Resolution 4**

**Appointment of Ms. Kusum Dadoo as an Independent Director of the Company**

**Type of Resolution: Ordinary Resolution**

No. of Members Voted	Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against
7	431399	431399 (100 %)	NIL

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

Thanking you,

**For VIDHYA BAID & CO.  
Company Secretaries**

*Vidhya Baid*  
**VIDHYA BAID  
(Proprietor)  
ACS :-23954  
C. P. No.:- 8686**



**Place : Kolkata  
Date: 29<sup>th</sup> September, 2015**

Verified the contents and received the Report of the Scrutinizer.

**For Bhiwani Vanaspati Limited**

*Goutam Ghosal*  
**Goutam Ghosal  
Director**