

REPORT OF SCRUTINIZER FOR REMOTE E - VOTING

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

To,

The Chairperson,
25th Annual General Meeting of
Bharat Bhushan Finance & Commodity Brokers Limited
held on Thursday, 24th August 2017 at 11:00 A.M.
At Dormitory-I, Shree Delhi Gujarati Samaj (Regd.), 2,
Rajniwas Marg, Civil Lines, Delhi-110054

Dear Sir,

Report on Remote E - Voting

I, Kavita Pamnani, Company Secretary in Whole Time Practice, having my office at A - 104, Lower Ground Floor, Amar Colony, Lajpat Nagar -IV, New Delhi-110024 was appointed as Scrutinizer by the Board of Directors at their meeting held on 13th July, 2017 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Notice of the 25th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 24th August 2017 at Dormitory-I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi-110054.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and the Rules framed there under relating to voting through electronic means on the Resolutions contained in the notice to the 25th AGM of the members of the company. My responsibility as scrutinizer for the remote E - Voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Resolutions as stated herein below, based on the report generated from the remote E - Voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide E - Voting facilities, engaged by the company.

In this connection, I submit my report as under:

1. The remote E - Voting period remained opened from Monday, 21st August 2017 (9:00 A.M.) till Wednesday, 23rd August 2017 (5:00 P.M.)
2. The members of the company holding shares as on cut - off date 17th August, 2017 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the notice of the 25th AGM.



3. Accordingly, the electronic votes cast were taken into account and at the end of this e-voting period on 23rd August 2017, the NSDL portal was blocked for voting.
4. The Votes cast were unblocked after completion of voting at AGM on Thursday, 24th August 2017, in the presence of two witnesses, Ms. Shubhangi Aggarwal, Practicing Company Secretary (Membership No. A38454 C.P. No. 19144) and Ms. Mehak Gupta, Practicing Company Secretary (Membership No. A38897, C.P. No. 15013) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
5. Thereafter the details containing, inter-alia, list of the equity shareholders who voted "for" and "against" were downloading from E - Voting website of NSDL website <https://evoting.nsdl.com>.

A) Based on the reports generated, the result of the e-voting is as under: **Ordinary Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2016-17 including audited balance sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.**

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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
20	1819378	100%

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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
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B) **Ordinary Resolution No.2- To declare dividend on Equity Shares for the Financial Year ended 31st March, 2017.**



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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
20	1819378	100%

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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
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(C) Ordinary Resolution No.3- To appoint a Director in place of Mrs. Sant Kumari Agrawal (DIN: 00001877), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
20	1819378	100%

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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:



Number of members whose votes were declared invalid	Total number of votes cast by them
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(D) Ordinary Resolution No.4- To appoint M/s. G.C Agarwal & Associates, Chartered Accountants as the Statutory Auditors in place of M/s P.Bholusaria & Co. of the Company and to fix their remuneration

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
20	1819378	100%

(ii) Voted against the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
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(E) Ordinary Resolution No.5- Appointment of Mrs. Sandhya Jhalani as Manager of the Company for the period of 5 (five) years effective from February 04, 2017 to February 03, 2022

(i) Voted in favour of the resolution:

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
13	909139	100%



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

Number of members voted through remote e-voting system	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
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6. The Register, all other papers and relevant records relating to remote E - Voting shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 25th AGM and thereafter the same will be handed over to the Company Secretary of the Company.

K Pawan
Kavita Pamnani
Company Secretary in Whole
Time Practice
C.P. No. : 11099
Membership No.: F6288



Counter signed by *Nisha Ahuja*
Mrs. Nisha Ahuja
Chairperson of the meeting

Date: 25.08.2017
Place: New Delhi

Signature of Witness:

1. Ms. Shubhangi Aggarwal
2. Ms. Mehak Gupta

Shubhangi
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Mehak Gupta
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