



Balika Sharma And Associates Company Secretaries

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com

REPORT OF THE SCRUTINIZER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ("NCLT") CONVENED MEETING OF THE UNSECURED CREDITORS OF DALMIA BHARAT LIMITED HELD ON WEDNESDAY, JANUARY 24, 2018 AT 11 AM AT THE COMPANY'S CORPORATE OFFICE AT 11TH FLOOR, HANSALAYA BUILDING, 15, BARAKHAMBHA ROAD, DELHI 110001, NEW DELHI, INDIA .

To

Mr. Dharmender Tuteja (Alternate Chairman)

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT"), for the meeting of the unsecured creditors of Dalmia Bharat Limited pursuant to Original Application No. CA/202/CAA/CB/2017 of 2017.

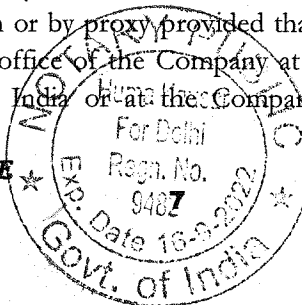
Sub: Scrutinizers Report on Voting through ballot papers for the NCLT convened meeting of the unsecured creditors of Dalmia Bharat Limited held on Wednesday, January 24, 2018 at 11 AM at the Company's corporate office at 11th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi 110001.

Dear Sir,

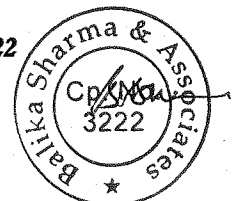
I, Balika Sharma & Associates, Company Secretary in Practice (Membership No. FCS: 4816, CP No. 3222) have been appointed as "the Scrutinizer" for the purpose of scrutinizing the voting done ballot paper at the venue of the meeting of the unsecured creditors of Dalmia Bharat Limited (having credit value of Rs 2 lakh and above as of the cut-off date, i.e. Friday, June 30, 2017) convened by order of NCLT and held at the Company's corporate office at 11th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi 110001, on Wednesday, January 24, 2018 at 11:00 a.m., pursuant to provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and any other applicable regulations, on the resolution seeking approval of the unsecured creditors to the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors ("Scheme"), in terms of the notice dated December 22, 2017.

Unsecured Creditors of the Company who were entitled to attend and vote at above meeting, were given the option to vote in person or by proxy, provided that proxies in the prescribed form were deposited either at the registered office of the Company at Dalmiapuram 621651, Lalgudi Taluk, Dist. Tiruchirapalli, Tamil Nadu, India or at the Company's Corporate Office at 11th Floor,

GST No. : 07AMAPS 9564 KIZT



Membership No. 4816, C. P. No. 3222





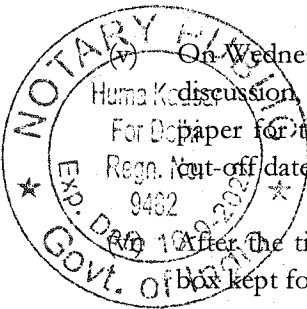
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Hansalaya Building, 15, Barakhamba Road, New Delhi 110001, not later than 48 hours before the time of the aforesaid meeting.

I do hereby submit my report as under:

- (i) The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, relating to voting conducted through ballot paper at the venue of the meeting on the resolution contained in the notice of the meeting.
- (ii) The Cut-off date was Friday, June 30, 2017 for the purpose of determining the unsecured creditors entitled to vote through voting conducted through ballot paper at the venue of the meeting on the resolution seeking their approval.
- (iii) My responsibility as Scrutinizer for the voting process (voting conducted through ballot paper at the meeting) is restricted to scrutinize the voting conducted through ballot paper at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the notice.
- (iv) The Company had, on the basis of the books of accounts of the Company as on June 30, 2017, completed the dispatch of the notice of the meeting along with the relevant annexures referred thereto, proxy form, attendance slip, etc. to the unsecured creditors of the Company (having credit value of Rs 2 lakh and above as of the cut-off date, i.e. Friday, 30th June, 2017) on Friday, December 22, 2017 and had also published an advertisement in this regard, in the Business Standard (All India Edition) (in English language) and in Malai Chudra (Chennai Edition) (in Tamil language) on December 25, 2017.



(v) On Wednesday, January 24, 2018, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the meeting directed for conducting the voting through ballot paper for the unsecured creditors having credit value above Rs 2 lakh and above as of the Regn. No. 9462, Exp. Date 2022.

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





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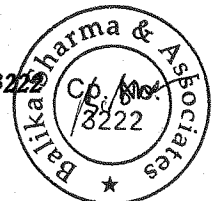
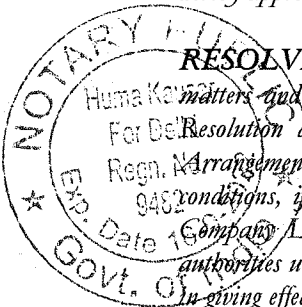
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- (vii) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
- (viii) The ballot papers which were incomplete and/or which were otherwise found to be defective were treated as invalid.
- (ix) The consolidated result of the voting seeking approval of the unsecured creditors of the Company to the Scheme is as under:

Resolution put to Vote:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Chennai bench of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed, imposed or approved by the Chennai bench of the Hon'ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the arrangement and amalgamation embodied in the Scheme of Arrangement and Amalgamation amongst Odisha Cement Limited, Dalmia Bharat Limited and Dalmia Cement (Bharat) Limited and their respective shareholders and creditors (**"Scheme of Arrangement and Amalgamation"**) circulated to the unsecured creditors of the Company along with the notice and placed before the meeting duly initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement and amalgamation as embodied in the Scheme of Arrangement and Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Chennai bench of the Hon'ble National Company Law Tribunal while sanctioning the Scheme of Arrangement and Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Arrangement and Amalgamation, as the Board may deem fit and proper."





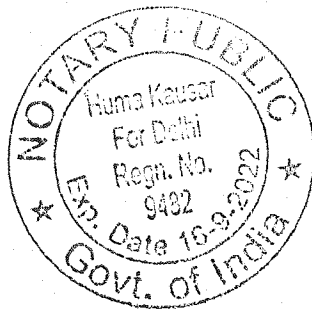
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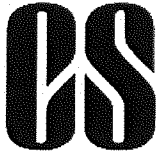
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Sl. No.	Particulars	Voted through ballot paper at the meeting		Total	
		Number	Value	Number	Value
1.	Votes exercised	12	86,91,797.29	12	86,91,797.29
2.	Valid votes	12	86,91,797.29	12	86,91,797.29
3.	Invalid votes	0	0	0	0
4.	Votes in favour of resolution	12	86,91,797.29	12	86,91,797.29
5.	Votes against resolution	0	0	0	0

Sl. No	Results	%
1.	Votes casted in favour as percentage (%) of total number of unsecured creditors, who voted in person or by proxy.	100
2.	Votes casted against as percentage (%) of total number of unsecured creditors, who voted in person or by proxy.	0
3.	Value of votes casted in favour as percentage (%) of total value (Rs) of unsecured creditors, who voted in person or by proxy.	100
4.	Value of votes casted against as percentage (%) of total value (Rs) of unsecured creditors, who voted in person or by proxy.	0

For details of the voting, please refer to **Annexure A**.





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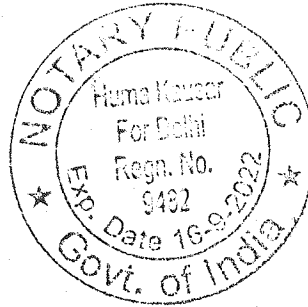
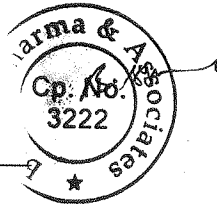
RESULTS

- (xii) Based on the foregoing, the aforesaid resolution shall be deemed to have been passed by unsecured creditors with the requisite majority.
- (xiii) All relevant records of the voting conducted through ballot paper at the venue of the meeting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the meeting.

Thanking you
Yours faithfully

B. Sharma

Balika Sharma
Practicing Company Secretary
CP No: 3222



Place: New Delhi
Date: January 24, 2018



Balika Sharma And Associates Company Secretaries

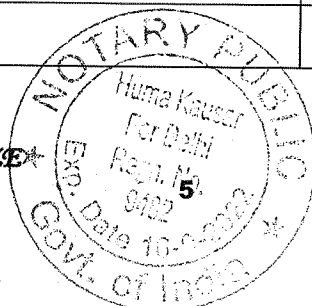
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Annexure A: Particulars of Unsecured Creditors of Dalmia Bharat Limited who voted at the NCLT convened meeting held on January 24, 2018.

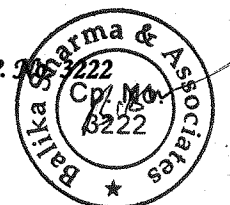
The under - mentioned unsecured creditors voted in favour of the proposed Scheme, being adopted and carried into effect:

S.No	Name of unsecured creditor	Address	Value of debt as on 30 th June 2017 (as per the records of the Company)	Voted through poll	Total
1.	DTS Travels (P) Ltd	Plot No- 406, Block - A Road No 4 Street No. 8 New Delhi 110037	422167	422167	422167
2.	TongueStun Food Network Private Limited	2703 Capital House 3rd Floor Bangalore Magrath Road 560025	359529	359529	359529
3.	George Chacko	Satya Shiv Ram Bora Road, Chitrachal Guwahati Kamrup 781004	219000	219000	219000
4.	HCL Services Limited	E-4, 5, 6, Sector 11, NOIDA-201301	1675059.75	1675059.75	1675059.75
5.	Vodacom Technologies Pvt. Ltd	B-111, Okhla Ind.Area Ph-1, New Delhi 110020	341421	341421	341421
6.	Carcart	Feet Road, Durgapuri, Delhi-110093	244110	244110	244110
7.	Govan Travels	15 - Barakhamba Road, New Delhi-110001	549288	549288	549288
8.	News Cafe	207, Ground Floor, Raja Garden New Delhi 110015	649500	649500	649500
9.	IBM India Private Limited	IBM Towers, 222 TTK ROAD Chennai Alwarpet Tamil Nadu 600018	1430000.54	1430000.54	1430000.54
10.	Guest Care	D-61, I.F.S Flats, Mayur Vihar, Delhi 110091	580461	580461	580461
11.	E-Risk Solutions	10G, 10th Floor, Big Jo's Tower New Delhi 110034	1361116	1361116	1361116
12.	V Care Support Services Pvt Ltd	1368, Near Ram Chowk, Gurgaon 122016	860145	860145	860145
Total			8691797.29	8691797.29	8691797.29

GST No. : 07AMAPS 9564 KIZE



Membership No. 4816, C. P. No. 222



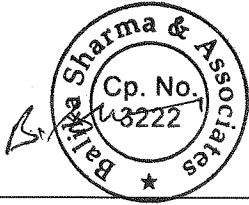


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The under - mentioned unsecured creditors voted against the proposed Scheme, being adopted and carried into effect: **NIL**

S.No	Name of unsecured creditor	Address	Value of debt as on 30 th June 2017 (as per the records of the Company)	Voted through poll	Total
N.A.					



Balika Sharma
Practicing Company Secretary
CP No: 3222

Place: New Delhi
Date: January 24, 2018

