

N. JHUNJHUNWALA & ASSOCIATES

Company Secretaries

DIAMOND CITY WEST,
18, HO CHI MINH SARANI,
TOWER-5, FLAT-5G,
KOLKATA – 700 061
PH.: 9831282412

SCRUTINIZER'S REPORT

[Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

April 01, 2019

To,
The Chairman
Dhaval Exports Limited
P-9, Shibtolla Street, 4th Floor,
Kolkata - 700 007

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Navneet Jhunjunwala, Proprietor of M/s N.Jhunjunwala & Associates, Practicing Company Secretary, appointed by the Board of Directors of Dhaval Exports Limited (the Company) for the purpose of scrutinizing the postal ballot process and voting through E-voting conducted for seeking approval of members of the Company for the following:

- i) Re-appointment of Shri Pradeep Kumar Bhawsinghka (DIN: 00490863) as an Independent Director
- ii) Re-appointment of Shri Ashok Kumar Jain (DIN: 00454995) as an Independent Director

do hereby submit my report as follows:

- (a) The notice dated 21st February, 2019 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 22nd February, 2019.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 28th February, 2019. The Company also provided e-voting facility offered by Central Depository Services (India) Limited (CDSI.) to its shareholders.



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- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 22nd February, 2019 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Friday, 1st March, 2019 at 10:00 AM and ended on Saturday, 30th March, 2019 at 5:00 PM.
- (e) All physical ballots received up to 5.00 P.M on 30th March, 2019 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened after 5 P.M on 30th March, 2019 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Mr. Arindam Mukherjee and Mr. Kajal Das, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with ABS Consultant Private Limited, Registrar & Share Transfer Agent as provided by the depositories.
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from CDSL's e-voting website www.evotingindia.com in respect of voting through e-voting.
- (i) The Company in aggregate has received Nil Postal Ballot forms.
- (j) In total Members representing 661115 equity shares have cast their votes through e-voting.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.



Item no. 1 – Special Resolution - Re-appointment of Shri Pradeep Kumar Bhawsinghka (DIN: 00490863) as an Independent.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	45	661115	0	0	45	661115	100.00
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	Nil	Nil	0	0	0	0	0

Item no. 2 – Special Resolution - Re-appointment of Shri Ashok Kumar Jain (DIN: 00454995) as an Independent.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	45	661115	0	0	45	661115	100.00
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	Nil	Nil	0	0	0	0	0

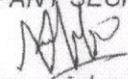
In view of the above scrutiny, I hereby certify that the Special resolutions as aforesaid, as set out in notice dated 21st February, 2019 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.



Thanking You,
Yours Faithfully

For N.JHUNJHUNWALA & ASSOCIATES
COMPANY SECRETARIES


CS NAVNEET JHUNJHUNWALA
PROPRIETOR
C. P. No.: 5184
M. No. FCS 6397

Place: KOLKATA
Date: 01.04.2019