

SHARMA JAIN & ASSOCIATES

(COMPANY SECRETARIES)

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
Dhanvantri Jeevan Rekha Limited,
1 - Saket, Meerut, Uttar Pradesh-250003

Annual General Meeting of the Equity Shareholders of the Company held on 29th day of September, 2014 at Chamber of Commerce, Bombay Bazar, Meerut.

Dear Sir,

1. I, Deepak Sharma, a Company Secretary in practice and Partner of M/s Sharma Jain & Associates, Company Secretaries representing Dhanvantri Jeevan Rekha Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting and physical poll carried out as per the provision of Section 108 Companies Act 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions relating to the 21st Annual General Meeting (AGM) of the members of the Company held on Monday, 29th day of September, 2014 at 10.00 A.M.
2. The management of the Company is responsible to ensure the Compliance with the requirement of the Act and Rules relating to voting through electronics means on the resolution contained in the notice convening the 21st Annual General Meeting of the member of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the



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resolution stated above based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL).

3. Further to the above, I submit my report as under:

- i. The Company has provided the e-voting facility through Central Depository Services Limited (CDSL) on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
- ii. The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- iii. As prescribed in the said Rules, The Company has also published an advertisement on 31st August, 2014 and it carried the required information as specified in the said rules and an addendum for change in e-voting date published on 5th September, 2014.
- iv. The members of the Company as on the "cut-off" date i.e. 29/08/2014 were entitled to vote on the resolutions (Item Nos. 1 to 11 as set out in Notice of 21st AGM of the Company).
- v. The E-voting commenced on Wednesday 24th September, 2014 on 9:00 A.M. and ended on the same day on 06:00 P.M.
- vi. The votes cast were unblocked on 24th September, 2014 in the presence of 2 witnesses, Mr. Nayan Gupta and Mr. Lalit Kumar, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



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Nayan Gupta
S/o Mr. Suresh Kumar Gupta
Add. Main Road, Chhara
Mojat, Aizawl - 721130

Lalit Kumar s/o Sh. Vinod Singh
56/64, Gali No-15,
Vijay Park, Mayapuri, Delhi

Lalit

- vii. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "in favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited i.e. www.evotingindia.com.
- viii. Further, on Monday the 29th day of September, 2014 at the 21st AGM polling papers were distributed to the Members present in person or by proxy to enable the members to vote who could not participate in e-voting. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in the presence of Poll Scrutinizer with due identification mark placed. The locked ballot box was subsequently opened in the presence of Poll Scrutinizer and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and proxies lodged with the Company.
- ix. I have scrutinized and reviewed the voting through electronics means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my report as under on the result of the voting through electronic means and physical mode in respect of the said resolutions:

Item No.1: As an Ordinary Resolution:-

To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit & Loss Account for the year ended on that date along with the Report of the Directors and Auditors thereon.

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SHARMA JAIN & ASSOCIATES COMPANY SECRETARIES

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

Item No.2: As an Ordinary Resolution:-

To reappoint Director in place of Mr. Premjit S. Kashyap, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100



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(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

Item No.3: As an Ordinary Resolution:-

To reappoint Director in place of Dr. S. K. Khatri, who retires by rotation, and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	10	NIL	10	1130700	86.35
Physical	16	4	12	521000	100
Total	26	4	22	1651700	90.23

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	1	NIL	1	178800	13.65
Physical	NIL	NIL	NIL	NIL	NIL
Total	1	NIL	1	178800	9.77

Item No.4: As an Ordinary Resolution:-

To reappoint Director in place of Dr. S.P. Mithal, who retires by rotation and being eligible offers himself for re-appointment.

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SHARMA JAIN & ASSOCIATES COMPANY SECRETARIES

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	3	NIL	3	193800	14.80
Physical	15	4	11	134500	25.82
Total	18	5	13	328300	17.93

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	8	NIL	8	1115700	85.20
Physical	1	NIL	1	386500	74.18
Total	9	NIL	9	1502200	82.07

Item No.5: As an Ordinary Resolution:-

To reappoint Director in place of Dr. S.P. Gupta, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100



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(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

Item No.6: As an Ordinary Resolution:-

To reappoint Director in place of Mrs. Meenakshi Elhence, who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

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Item No.7: As an Ordinary Resolution:-

To reappoint Director in place of Mr. Abhimanyu Arora, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

Item No.8: As an Ordinary Resolution:-

To appoint Auditors to hold the office until the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

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(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

Item No.9: As an Ordinary Resolution:-

To appointment of Mr. Ashok Kumar Singh Chaudhary, in place Ms. Priyanka Sharma who resigned from her directorship, as an Independent Director of the Company.

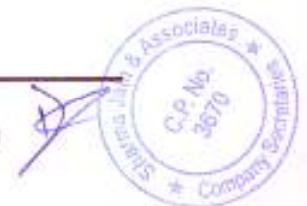
(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

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Item No.10: As an Ordinary Resolution:-

To appointment of Mr. Premjit S. Kashyap (DIN: 01664811) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL

Item No.11: As an Ordinary Resolution:-

To appointment of Mr. Abhimanyu Arora (DIN: 02427392) as an Independent Director of the Company.

(i) Voted in favour of the resolution

Mode	Total Number of Members Voted	Invalid Vote	Valid Vote	Number of Valid Votes cast by them	% of the Total number of valid votes cast (favour)
E-Voting	11	NIL	11	1309500	100
Physical	16	4	12	521000	100
Total	27	4	23	1830500	100

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(ii) Voted against of the Resolution

Mode	Number of Members Voted	Invalid Vote	Valid Vote	Number of Votes cast by them	% of the Total number of valid votes cast (against)
E-Voting	NIL	NIL	NIL	NIL	NIL
Physical	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL


Thanking You,

**FOR & ON BEHALF OF SHARMA JAIN & ASSOCIATES,
(Company Secretaries)**




**Deepak Sharma,
(Partner)
FCS-5825
Scrutinizer for E-Voting**

Countersigned


**Premjit Singh Kashayap
Chairman,
For Dhanvantri Jeevan Rekha Limited**

Date: 29-09-2014
Place: MEERUT