

SWEENY GULATI
COMPANY SECRETARIES
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Email: consultpcs@gmail.com

To
Mr. Pawan Kumar Mittal,
Chairman
DELTA INDUSTRIAL RESOURCES LIMITED
325, IIIrd Floor, Aggarwal Plaza, Sector- 14,
Rohini, New Delhi- 110085

Sub.: Consolidated Scrutinizer's Report on remote e- Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the 30th Annual General Meeting of **Delta Industrial Resources Limited** held on Wednesday, 30th September, 2015 at 10:00 A.M.

I, Sweeny Gulati, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Delta Industrial Resources Limited**, pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e- Voting process and to scrutinize the electronic votes casted by the shareholders in respect of the below mentioned resolutions passed at the 30th Annual General Meeting of the Company held on Wednesday, 30th September, 2015 at 10:00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual general Meeting held on 30th September, 2015.

The Notice dated 1st September, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e- Voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e- Voting by the shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through the e- Voting.

The shareholders of the Company holding shares as on the "Cut- off" date of 23rd September, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e- Voting commenced on Sunday, 27th September, 2015 at 9:00 a.m. (IST) and ended on Tuesday, 29th September, 2015 at 8:00 p.m. (IST) and the NSDL e- Voting platform was blocked thereafter.

After the closure of the Voting at the Annual General Meeting, the report of voting done at the meeting was generated in my presence and the voting was diligently scrutinized.



The votes cast under remote e- Voting facility were thereafter unblocked in the presence of two witnesses i.e Ms. Ritika Wasson and Ms. Sakshi Jain, who were not in employment of the Company and after the conclusion of the Voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e- Voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e- Voting system.

I now submit my consolidated Report as under on the result of the remote e- Voting and voting at the meeting in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of the Financial Statements of the Company for the FY ended on 31st March, 2015 including the Audited Balance Sheet as at 31st March, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Auditor's Report and Director's Report annexed thereto.

(i) Votes in favour of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
15	15	100

(ii) Votes against the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) Invalid votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Resolution 2: Ordinary Resolution

Ratify the appointment of Auditors.

(i) Votes in favour of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
10	10	66.67

(ii) Votes against the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
05	05	33.33



(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Resolution 3: Ordinary Resolution

Appointment of Mr. Pawan Kumar Mittal (DIN: 00749265) as an Executive Director of the Company.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
10	10	83.33

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
02	02	16.67

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
03	03

Resolution 4: Ordinary Resolution

Appointment of Ms. Kiran Mittal (DIN: 00749457) as an Executive Director of the Company.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
09	09	75

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
03	03	25



(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
03	03

Resolution 5: Ordinary Resolution**Appointment of Mr. Rohit Mittal (DIN: 02527072) as an Executive Director of the Company.**(i) **Votes in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
11	11	91.67

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
01	01	8.33

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
03	03

Resolution 6: Ordinary Resolution**Appointment of Mr. Rohit Mittal (DIN: 02527072) as Managing Director of the Company.**(i) **Votes in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
09	09	75

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
03	03	25

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
03	03



Resolution 7: Ordinary Resolution

Appointment of Mr. Jitendra Kumar Agarwal (DIN: 00850314) as a Non- Executive Independent Director of the Company.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
11	11	73.33

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
04	04	26.67

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Resolution 8: Ordinary Resolution

Appointment of Mr. Prakash Chand Jajoria (DIN: 07020057) as a Non- Executive Independent Director of the Company.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
12	12	80

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
03	03	20

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0



Resolution 9: Ordinary Resolution

Appointment of Mr. Prem Prakash Gandhi (DIN: 07062091) as a Non- Executive Independent Director of the Company.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
09	09	60

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
06	06	40

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Resolution 10: Special Resolution

Authorisation to borrow loan upto a tune to Rs. 20 crores under section 180(1)(c) of the Companies Act, 2013.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
13	13	86.67

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
02	02	13.33

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0



Resolution 11: Special Resolution

Authorizing the Directors of the Company for creation of Charges or Mortgages on the Company's property, in respect of the borrowings.

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
14	14	93.33

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

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
01	01	6.67

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Shareholders who have split their votes into 'Assent' as well as 'dissent', while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

Thanking You,

Yours faithfully,



Sweeny Gulati
ACS: 29367
COP: 12127

Date: 01/10/2015
Place: New Delhi