



**P K MISHRA & ASSOCIATES**

(Company Secretaries)

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### SCRUTINIZER'S REPORT

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules, 2014)]**

To

The Chairman  
DSE Estates Limited,  
DSE House, 3/1, Asaf Ali Road,  
New Delhi-110002

**Sub: Report of Scrutinizers by Postal Ballot in respect of passing the Resolution contained in the Notice of Postal Ballot dated 21<sup>st</sup> December, 2019.**

Dear Sir,

I, **Pawan Kumar Mishra, Company Secretary in Practice**, Proprietor of P. K. Mishra & Associates, having its office at 13, Community Centre, East of Kailash, New Delhi-110065 have been appointed by the Board of Directors of **DSE Estates Limited** ('The Company') as Scrutinizer for the purpose of scrutinizing the Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on Postal Ballot, as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and subsequent amendment thereon on the resolution set out in the Notice of the Postal Ballot dated 21<sup>st</sup> December, 2019.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting through Postal Ballot on the resolutions contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast 'in favour' or 'against' the resolutions as stated in the Notice of Postal Ballot, based on the postal ballot received from shareholders.

The Postal Ballot Notice dated 21<sup>st</sup> December, 2019 along with the statement setting out material setting our material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

SCRUTINIZER'S REPORT-DSE ESTATES LIMITED, POSTAL BALLOT-12.02.2020



1

The members of the Company holding shares as on cut-off date i.e. 21<sup>st</sup> December, 2019 were entitled to vote on the Resolutions proposed as set out in the Notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process.
2. The Company had followed the process as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendment thereon in respect of providing voting through postal ballot.
3. All Postal Ballot forms received up to the close of working hours on 10<sup>th</sup> February, 2020 (05.00 P.M.) being the last date and time fixed by the Company for receipt of the Postal Ballot forms, were considered for Scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The particulars of all the votes casted by the members through physical ballot forms have been recorded in the register separately maintained for the purpose.
6. I have scrutinized the votes casted through postal ballot for the purpose of this report and the summary of the voting is as under:-



**(a) Resolution No.1:**

**Alteration in the Memorandum of Association:**

**SPECIAL RESOLUTION:** Under Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 for effecting the following alterations in the existing Memorandum of Association (the "MOA") of the Company by replacing the objects of the Company mentioned under Clause III A (1to 4) with Clause III A (1to 2), III B (1 to 60) with Clause III B (1 to 47) and deleting clause III C permanently

**(i) Voting in favour of the Resolution**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	84	42,85,242	100%
<b>Total</b>	<b>84</b>	<b>42,85,242</b>	<b>100%</b>

**(ii) Voting against the Resolution**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through Postal Ballot	25	11,97,323
<b>Total</b>	<b>25</b>	<b>11,97,323</b>



Since the votes cast in favour of the resolution are more than 3 times of the votes cast against the resolution. The said Special Resolution is deemed to be passed with special majority.

**(b) Resolution No.2:**

**Ordinary Resolution:** For Appointment of Mr. Virender Kumar Yadav as Manager under Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 for a period of 5 years with effect from 21.12.2019 on terms and conditions including remuneration.

(i) Voting **in favour** of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	32	25,07,105	58.51%
<b>Total</b>	<b>32</b>	<b>25,07,105</b>	<b>58.51%</b>

(ii) Voting **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	52	17,78,137	41.49%
<b>Total</b>	<b>52</b>	<b>17,78,137</b>	<b>41.49%</b>

(iii) **Invalid** Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through Postal Ballot	25	11,97,323
<b>Total</b>	<b>25</b>	<b>11,97,323</b>





Since the votes cast in favour of the resolution are more the votes cast against the resolution. The said Resolution is deemed to be passed with requisite majority.

You may accordingly declare the results of the Postal Ballot.

7. All the relevant records were handed over to Ms. Neeta Lodha Manager (HR) as authorized by the Board of Directors in this behalf for safe keeping.

**Date: 12.02.2020**

**Place: New Delhi**



**FOR P.K. MISHRA & ASSOCIATES  
COMPANY SECRETARIES**

**PAWAN KUMAR MISHRA  
PROPRIETOR  
Membership No.FCS-4305  
COP No.16222**

**UDIN: F004305B000139077**