

ARVIND BAID & ASSOCIATES

Chartered Accountants

Flat No. 501, Ruby Palace, Plot No. 74, Ceaser Road, Opp. Filmalaya Studio, Amboli,
Andheri (West), Mumbai - 400 058

Mobile :09699116581 E-mail : abassociates27@gmail.com

Scrutinizer's Report

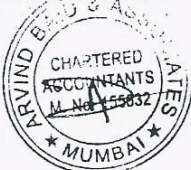
(Consolidated Report of Scrutinizer's on Postal Ballot, remote e-voting and voting by poll at the Annual General Meeting)

To,
The Chairman
107th Annual General Meeting of
Dhenu Buildcon Infra Limited
Office No. 4, Building No. 4,
Vahatuk Nagar, Amboli,
Andheri (W),
Mumbai- 400 058

Dear Sir,

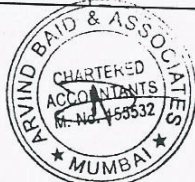
Ref: Combined Scrutinizer's Report in terms of provisions of the Companies Act, 2013 read with the Rules issued there under, Secretarial Standards, remote e-voting and voting by poll at the 107th Annual General Meeting (AGM) of the Equity Shareholders of DHENU BUILDCON INFRA LIMITED held on Wednesday, the 30th day of September, 2015 at 12.30 p.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053:

1. I, Arvind Dhanraj Baid, Practicing Chartered Accountant, Proprietor of M/s. Arvind Baid & Associates, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of DHENU BUILDCON INFRA LIMITED (the Company) at their meeting held on 31st August, 2015 for conducting the Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India;
2. I have been appointed as a Scrutinizer by the Chairman of the 107th AGM of the Company for conducting voting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, at the AGM held on 30th September, 2015.
3. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Sunday, 27th September, 2015 (9:00 a.m. IST) to Tuesday, 29th September, 2015 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.



4. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 1st October, 2015 on the remote e-voting.
5. Under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and in terms of Secretarial Standard, the Chairman in the Annual General Meeting appointed me as Scrutinizer for the Poll on the resolutions contained in the notice to the 107th Annual General Meeting (AGM) of the Members of the Company.
6. On the basis of the votes cast by the Shareholders through poll, I have issued separate Scrutinizers' Report dated 1st October, 2015 on the poll taken on the resolutions contained in the notice to the AGM.
7. As requested by management I submit herewith my combined report on the result of voting through e-voting (as per the data generated by CDSL) and Poll is as under:


Item of Notice	No. of votes cast- favour	No of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
A. Ordinary Business:					
1. Adoption of the audited Balance Sheet of the Company as at 31st March, 2015, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon- Ordinary Resolution	5063815	0	0	100	0.00
2. Reappointment of Mr. Rajkumar Bulakidass Mall, Director who retires by rotation- Ordinary Resolution	5063815	0	0	100	0.00
3. Appointment of M/s Dhaval Gala & Associates in place of M/s. Lahoti Navneet & Co., as Auditors and fixing their remuneration- Special Resolution	5063815	0	0	100	0.00
B. Special Business:					
4. Adoption of new set of articles of association in place of existing article of association.	5063815	0	0	100	0.00

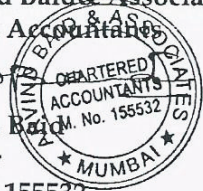


5. To approve investment limit up to Rs. 100 Crores and in this regard to considered and if thought fit, to pass, with or without modification under - Special Resolution	5063815	0	0	100	0.00
---	---------	---	---	-----	------

The invalid votes are not considered for the purpose of calculating the percentage

Thanking you,
For Arvind Baid & Associates
Chartered Accountants


Arvind D. Baid
Proprietor
Mem. No. 155532



Scrutnizer
Date: 1st October, 2015
Place: Mumbai

Acknowledge receipt of the same

Rajkumar Mall
DIN: 01999513
Chairman of 107th AGM of
DhenuBuildcon Infra Limited

Date: 1st October, 2015
Place: Mumbai