



# VISHAL P GUPTA & ASSOCIATES

## CHARTERED ACCOUNTANTS

575, PHASE-II, URBAN ESTATE, DUGRI, LUDHIANA-141002, PUNJAB  
Tel: 0161-4640575 | Mob: 099155-90507 | Email: info.vishalgupta@gmail.com

### SCRUTINIZER'S REPORT

To

The Chairman,  
**Dee Dee Steel Castings Limited**  
D-185, Phase VI, Focal Point,  
Dhandari Kalan, Ludhiana-141010

**Sub: Report on the Postal Ballot Process to approve the Resolution for Voluntary Delisting of Equity Shares of the Company from Ludhiana Stock Exchange, Jaipur Stock Exchange & Delhi Stock Exchange.**

Dear Sir,

I, **Vishal Gupta**, Chartered Accountant in Practice (Membership No. 515666), has been appointed as a Scrutinizer vide Letter dated November 4, 2014 for conducting the Postal Ballot process for considering the following resolution & to report the result of Postal Ballot:-

#### Special Resolution:

- **Voluntary Delisting of Equity Shares from and Delhi Stock Exchange (DSE), Jaipur Stock Exchange (JSE) & Ludhiana Stock Exchange (LSE).**

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the “SEBI Delisting Regulations”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 and all applicable laws, rules, regulations, notifications, clarifications and guidelines, including, but not limited, to Companies Act, 2013, Listing Agreement entered into with the Delhi Stock Exchange (DSE), Jaipur Stock Exchange (JSE) & Ludhiana Stock Exchange (LSE) (“the Exchanges”), Securities and Exchange Board of India Act, 1992 and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to such other statutory and/or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any relevant authority, including, but not limited to, Securities and Exchange Board of India





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(SEBI), DSE, JSE & LSE and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee constituted by the Board of Directors), the consent of the members of the Company be and is hereby accorded to the Board to seek Voluntary Delisting of its Equity Shares from Delhi Stock Exchange (DSE), Jaipur Stock Exchange (JSE) & Ludhiana Stock Exchange (LSE) after providing an exit opportunity to the existing shareholders (other than promoters) in accordance with Regulation 27 of SEBI Delisting Regulations.

**RESOLVED FURTHER THAT** the Board, including any Committee of the Board or any person represented by the committee thereof, if any, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, desirable or appropriate in the best interests of the company including signing of all necessary agreements, making application to the Stock Exchange seeking its in-principle and final approval for the proposed voluntary delisting of the Equity Shares of the Company and to settle all such questions, queries, doubts or difficulty which may arise with regard to Voluntary Delisting of the Equity Shares of the Company and filing of necessary documents for giving effect to this resolution."

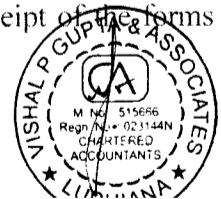
1. In connection with the above referred matter. I submit my report as under:

1.1 The Company has completed the dispatch of Notice of Postal Ballot along with the postage prepaid business reply envelopes through Registered Post on 15<sup>th</sup> November, 2014 by the company to the members, whose names appeared on the register of Members/List of beneficiaries as on 7<sup>th</sup> November, 2014.

1.2 Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode have been entered separately maintained for the purpose in electronic mode.

1.3 The sealed postal Ballot Forms received from the shareholders were kept under the safe custody of the scrutinizer.

1.4 All Postal ballot Forms, received up to the close of Working Hours (1700 Hours) 15<sup>th</sup> December, 2014, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.





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1.5 Envelopes containing postal Ballot Forms received after 1700 Hours on 15<sup>th</sup> December, 2014 were not considered for my scrutiny.

1.6 The postal ballot envelopes were opened on 15th December, 2014 after 1700 Hours in the presence of me.

1.7 Particulars of all the Postal Ballot Forms received from the shareholders have been entered in the Electronic Register separately maintained for the purpose.

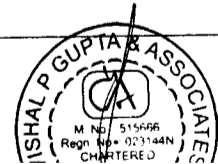
**2. On proper scrutiny of all the ballot Papers, I report the result of the Postal ballot as under:**

### 2.1 Details of Postal Ballot Forms Received:

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms Received	68	29,38,100
Less: Total Number of Invalid Postal Ballot Forms	0	0
Total Number of Valid Postal Ballot Forms	68	29,38,100

### 2.2 Details of Voting by Electronic Mode as received from the Agency (NSDL) are as follows:

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	0	0
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes	0	0





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### 2.3 Total Number of Valid Votes:

Particulars	Aggregate of Physical Ballot forms and Electronic Voting	No. of Equity shares of Rs. 10 each (Votes)	% of Valid Votes Received
Total Valid Postal Ballots and E-Votes Received	68	29,38,100	100
Assented to Resolution	68	29,38,100	100
Dissented to Resolution	0	0	0
Result	Carried with Requisite Majority		

Based on the foregoing, the Resolution for conducting the Postal Ballot process for seeking members assent/or dissent for the Voluntary Delisting of the Equity Shares of the Company from Ludhiana Stock Exchange, Jaipur Stock Exchange & Delhi Stock Exchange pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended, may be considered as carried by the requisite majority under Companies Act, 2013.

### 2.4 Details of Voting in terms of Securities and Exchange Board of India (SEBI) circular CIR/CFD/DIL/5/2013 dated February 4, 2013 and circular CIR/CFD/8/2013 Dated May 21, 2013:-

Particulars	No. of Ballot Forms	No. of Equity shares of Rs. 10 each (Votes)	% of Valid Votes Received
Total Valid Postal Ballots and E-Votes Received	68	29,38,100	100
Less: Promoters Shareholding	14	20,90,200	0





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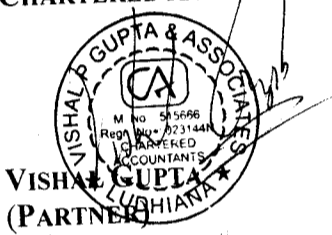
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Public Shareholding through Postal ballot and E-Voting	54	8,47,900	100
Assented to Resolution out of Public Shareholding	54	8,47,900	100
Dissented to Resolution out Public of Shareholding	0	0	0

Based on the foregoing the number of votes cast by Postal Ballot by public shareholders in favor of the Special Resolution are 97.82% (being greater than two times of the number of votes cast by the Public shareholders in favor of the Special Resolution) the requirement of the proviso to Regulation 8(1) (b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 is satisfied.

3. You may accordingly declare the result of the voting by Postal Ballot.

FOR VISHAL P GUPTA & ASSOCIATES  
CHARTERED ACCOUNTANTS



VISHAL GUPTA  
(PARTNER)

FRN: 023144N  
M. No.: 515666

Place: Ludhiana  
Date: 19<sup>th</sup> December, 2014