

**Rekha Agarwal**  
COMPANY SECRETARY

**AD-173, Salt Lake City Sector-1,  
Kolkata-700064,  
Email Id: acsrekha@gmail.com**

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[PURSUANT TO SECTION 108 OF THE COMPANIES ACT, 2013 AND COMPANIES  
(MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED)**

To,  
The Chairman,  
**Darjeeling Ropeway Co. Limited**  
56E Hemanta Basu Sarani  
Old 4 BBD Bagh East, Room No 14A,  
Kolkata- 700001

Dear Sir,

I, Mrs. Rekha Agarwal, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **DARJEELING ROPEWAY CO LTD** ("the Company") for the purpose of scrutinizing the remote E-voting and the poll undertaken at the venue of 78<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2015 at **56E Hemanta Basu Sarani Old 4 BBD Bagh East, Room No 14A, Kolkata- 700001** at 11.00 a.m on the resolutions contained in the notice convening the said AGM and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The compliance with the provisions of the Act and rules made there under relating to voting through electronic means on the resolutions contained in the said Notice is the responsibility of the Management. My responsibility as a scrutinizer to ensure that the voting process is conducted in a fair and transparent manner and submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolutions based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), the agency appointed to provide E-voting facilities,

Further to above, I submit my report as under:

1. The remote e-voting period remained open from 26<sup>th</sup> September, 2015 (9:00 am) to 28<sup>th</sup> September, 2015 (5:00 pm)
2. At the AGM, the Chairman after discussion on all matters included in the said Notice announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through poll which was made available at the venue of the AGM.
3. The members as on the cut-off date of 22<sup>nd</sup> September, 2015 were entitled to vote on the resolution as set out in the notice of the Annual General Meeting.



**Rekha Agarwal**  
COMPANY SECRETARY

**AD-173, Salt Lake City Sector-1,**  
**Kolkata-700064,**  
**Email Id: acsrekha@gmail.com**

4. As stated above the e-voting period ended on 28<sup>th</sup> September, 2015 at 5.00 p.m. The vote casts on e-voting were unblocked by me in presence of two witnesses Mr. Saurav Agarwal and Mr. Raghav Agarwal who were not in the employment of the company.

The consolidated results of the remote e-voting and poll are as under:

**Resolution 1:** To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2015 and the Balance Sheet as on that date and the Report of the Board of Directors and the Auditors Report thereon

DARJEELING ROPEWAY CO. LIMITED - CIN No: L45202WB1936PLC008796							
Clause 35A (Physical & E-voting)							
Resolution No. 1							
Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against on votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	37224	15517	41.69	15517	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3012776	500000	16.60	500000	0	100	0
<b>Total</b>	<b>3050000</b>	<b>515517</b>	<b>16.90</b>	<b>515517</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 2:** To appoint a Director in place of Mr. Rajeev Chirimar (DIN: 00341437), who retires by rotation and being eligible, offers herself for re-appointment.

DARJEELING ROPEWAY CO. LIMITED - CIN No: L45202WB1936PLC008796							
Clause 35A (Physical & E-voting)							
Resolution No. 2							
Promoter / Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against on votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	37224	15517	41.69	15517	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3012776	500000	16.60	500000	0	100	0
<b>Total</b>	<b>3050000</b>	<b>515517</b>	<b>16.90</b>	<b>515517</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Rekha Agarwal**  
COMPANY SECRETARY

**AD-173, Salt Lake City Sector-1,**  
**Kolkata-700064,**  
**Email Id: acsrekha@gmail.com**

**Resolution 3: Re-appointment of M/s Gupta Saharia & Co., Chartered Accountants as Statutory Auditor of the company.**

<b>DARJEELING ROPEWAY CO. LIMITED - CIN No: L45202WB1936PLC008796</b>							
<b>Clause 35A (Physical &amp; E-voting)</b>							
<b>Resolution No. 3</b>							
<b>Promoter / Public</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No. of votes in favour (4)</b>	<b>No. of votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)*100]</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)*100]</b>
<b>Promoter and Promoter Group</b>	37224	15517	41.69	15517	0	100	0
<b>Public Institutional Holders</b>	0	0	0	0	0	0	0
<b>Public-Others</b>	3012776	500000	16.60	500000	0	100	0
<b>Total</b>	<b>3050000</b>	<b>515517</b>	<b>16.90</b>	<b>515517</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 4: Appointment of Mr. Rommel Rocky Rodrigues as Managing Director of the Company**

<b>DARJEELING ROPEWAY CO. LIMITED - CIN No: L45202WB1936PLC008796</b>							
<b>Clause 35A (Physical &amp; E-voting)</b>							
<b>Resolution No. 4</b>							
<b>Promoter / Public</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No. of votes in favour (4)</b>	<b>No. of votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)*100]</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)*100]</b>
<b>Promoter and Promoter Group</b>	37224	15517	41.69	15517	0	100	0
<b>Public Institutional Holders</b>	0	0	0	0	0	0	0
<b>Public-Others</b>	3012776	500000	16.60	500000	0	100	0
<b>Total</b>	<b>3050000</b>	<b>515517</b>	<b>16.90</b>	<b>515517</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Rekha Agarwal**  
COMPANY SECRETARY

**AD-173, Salt Lake City Sector-1,**  
**Kolkata-700064,**  
**Email Id: acsrekha@gmail.com**

**Resolution 5: Appointment of Mrs. Savita Kishan Bhaliya as an Independent Director of the company**

<b>DARJEELING ROPEWAY CO. LIMITED - CIN No: L45202WB1936PLC008796</b>							
<b>Clause 35A (Physical &amp; E-voting)</b>							
<b>Resolution No. 5</b>							
<b>Promoter / Public</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No. of votes in favour (4)</b>	<b>No. of votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)*100]</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)*100]</b>
<b>Promoter and Promoter Group</b>	37224	15517	41.69	15517	0	100	0
<b>Public Institutional Holders</b>	0	0	0	0	0	0	0
<b>Public-Others</b>	3012776	500000	16.60	500000	0	100	0
<b>Total</b>	<b>3050000</b>	<b>515517</b>	<b>16.90</b>	<b>515517</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 6: Appointment of Mr. Arnay Gupta as an Independent Director of the company**

<b>DARJEELING ROPEWAY CO. LIMITED - CIN No: L45202WB1936PLC008796</b>							
<b>Clause 35A (Physical &amp; E-voting)</b>							
<b>Resolution No. 6</b>							
<b>Promoter / Public</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100</b>	<b>No. of votes in favour (4)</b>	<b>No. of votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)*100]</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)*100]</b>
<b>Promoter and Promoter Group</b>	37224	15517	41.69	15517	0	100	0
<b>Public Institutional Holders</b>	0	0	0	0	0	0	0
<b>Public-Others</b>	3012776	500000	16.60	500000	0	100	0
<b>Total</b>	<b>3050000</b>	<b>515517</b>	<b>16.90</b>	<b>515517</b>	<b>0</b>	<b>100</b>	<b>0</b>

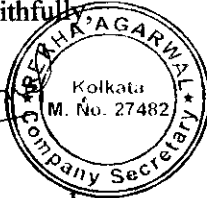


**Rekha Agarwal**  
COMPANY SECRETARY

**AD-173, Salt Lake City Sector-1,  
Kolkata-700064,  
Email Id: acsrekha@gmail.com**

I hereby confirm that I am maintaining the register received from the service provider in respect of the vote cast through e-voting by the shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of the Annual General Meeting by the Chairman.

Thanking You,  
Yours Faithfully

*Rg*  


Rekha Agarwal  
Membership No: 27482

Place: Kolkata  
Date: 30/09/2015

We the undersigned witnesses that the votes in the respect of the e-voting of the shareholders of the Company were unblocked from e-voting website of the NSDL in our presence.

Mr. Saurav Agarwal - *Saurav Agarwal*  
Mr. Raghav Agarwal - *Raghav Agarwal*