

# Mayank Arora & Co.

Company Secretaries

Office no. 268, 2nd Floor,  
Udyog Bhavan, Sonawala Road,  
Goregaon (East),  
Mumbai - 400 063.  
India

Mob: +91 9773398470

+91 9324254455

Tel: +91 2249735566

Email: [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in)

Website: [www.mayankarora.co.in](http://www.mayankarora.co.in)

## FORM NO. MGT-13

### SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Caprihans India Limited,

75th Annual General Meeting of Caprihans India Limited, held on Tuesday, 28<sup>th</sup> day of September, 2021 at 11:00 A. M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Mayank Arora, Practicing Company Secretary, proprietor of M/s. Mayank Arora & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of Caprihans India Limited ("**the Company**") for the purpose of Scrutinizing the process of voting through electronic means ("**e-voting**") in a fair and transparent manner on the resolutions contained in the notice dated August 06, 2021 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 75<sup>th</sup> Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Tuesday, September 28, 2021 at 11:00 AM IST through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. As the Scrutinizer, I have to scrutinize:
  - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
  - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

### Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or National Securities Depository Limited (NSDL) for my verification.

### Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Tuesday, September 21, 2021 were entitled to vote on the resolutions (item nos. 1 to 4 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### 6. Remote e-voting process:-

- i. The remote e-voting period remained open from Saturday, September 25, 2021, (09:00 A.M. IST) to Monday, September 27, 2021 (5.00 P.M. IST)
- ii. The votes cast were unblocked on Tuesday, September 28, 2021 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Richa Chokhani and Mr. Rahul Tiwari, who are not in the employment of the Company and/or NSDL. They have signed below in confirmation of the same.



Richa Chokhani



Rahul Tiwari

- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), i.e., <https://www.evoting.nsdl.com/>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.



**7. E-voting process at the AGM:-**

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
  - ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
  - iii. The e-votes cast were unblocked on Tuesday, September 28, 2021 after the conclusion of the AGM.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by NSDL, scrutinized on test check basis and relied upon by me as under:-
9. The Results of the voting are as under:-

**ORDINARY BUSINESS:**

**RESOLUTION NO 1: (AS AN ORDINARY RESOLUTION)**

To consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.

**(I) Voted in favour of the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	66	8195773	99.99
Voting at AGM	0	0	0
<b>Total</b>	<b>66</b>	<b>8195773</b>	<b>99.99</b>

**(II) Voted against the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	2	215	0.01
Voting at AGM	0	0	0
<b>Total</b>	<b>2</b>	<b>215</b>	<b>0.01</b>

**(III) Invalid Votes:**

	<b>Total number of members whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**RESOLUTION NO 2: (AS AN ORDINARY RESOLUTION)**

To appoint a Director in place of Mr. Narendra S. Lodha (DIN: 00318630), who retires by rotation and is eligible for re-appointment.

**(I) Voted in favour of the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	66	8195773	99.99
Voting at AGM	0	0	0
<b>Total</b>	<b>66</b>	<b>8195773</b>	<b>99.99</b>

**(II) Voted against the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	2	215	0.01
Voting at AGM	0	0	0.00
<b>Total</b>	<b>2</b>	<b>215</b>	<b>0.01</b>

**(III) Invalid Votes:**

	<b>Total number of members whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**SPECIAL BUSINESS:**

**RESOLUTION NO 3: (AS AN ORDINARY RESOLUTION)**

**Ratification of remuneration of Cost Auditors**

**(I) Voted in favour of the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	66	8195773	99.99
Voting at AGM	0	0	0
<b>Total</b>	<b>66</b>	<b>8195773</b>	<b>99.99</b>

**(II) Voted against the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	2	215	0.01
Voting at AGM	0	0	0.00
<b>Total</b>	<b>2</b>	<b>215</b>	<b>0.01</b>

**(III) Invalid Votes:**

	<b>Total number of members whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

**RESOLUTION NO 4: (AS A SPECIAL RESOLUTION)**

**Reappointment of Mr. Robin Banerjee (DIN 00008893) as the Managing Director and payment of remuneration to him for the said period**

**(I) Voted in favour of the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	65	8195723	99.99
Voting at AGM	0	0	0.00
<b>Total</b>	<b>65</b>	<b>8195723</b>	<b>99.99</b>

**(II) Voted against the resolution:**

	<b>Number of members voted</b>	<b>Number of votes casted (Shares)</b>	<b>% total number of valid votes cast</b>
Remote E-voting	3	265	0.01
Voting at AGM	0	0	0.00
<b>Total</b>	<b>3</b>	<b>265</b>	<b>0.01</b>

**(III) Invalid Votes:**

	<b>Total number of members whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
E-voting	0	0
Voting at AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Resolution passed with requisite majority**

10. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Pritam Paul (Company Secretary), for preserving safely after the Chairman considers, approves and signs the minutes of the AGM
11. The consolidated result of the votes cast (by Remote E-Voting and Voting at AGM) is provided as **Annexure 1** to this report.

Thanking You,  
Yours Faithfully,

**For Mayank Arora & Co.,  
Company Secretaries**

**MAYANK** Digitally signed by  
**ARORA** MAYANK ARORA  
Date: 2021.09.28  
17:20:03 +05'30'

**Mayank Arora  
Proprietor  
Place: Mumbai  
Date: 28/09/2021  
UDIN: F010378C001025755**

**For Caprihans India Limited**

**PRITA** Digitally signed by PRITAM PAUL  
DN: cn=Personal, postalCode=410206, st=Maharashtra, 2.5.4.201496ba7086e07744c691124c3d74b740867ea51b07b2cc91495565374b303a45, serialNumber=835479e64d53f56d4dfbc59eecc0ff7f8c7b61a14c2a0c34d71044648cc132d, cn=PRITAM PAUL  
**M**  
**PAUL** Date: 2021.09.28 17:36:15 +05'30'

**Mr. Pritam Paul  
Company Secretary and Compliance Officer**



**Annexure - 1**

**Consolidated result of voting (by remote e-voting and Voting at AGM) for resolution numbers 1 to 4 of the Notice of the 75<sup>th</sup> Annual General Meeting of "CAPRIHANS INDIA LIMITED" held on Tuesday, September 28, 2021 at 1:00 P.M.:-**

Resolution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Voting at AGM	Total	Remote E-voting	Voting at AGM	Total	%	Remote E-voting	Voting at AGM	Total	%
1	8195988	0	8195988	8195773	0	8195773	99.99	215	0	215	0.01
2	8195988	0	8195988	8195773	0	8195773	99.99	215	0	215	0.01
3	8195988	0	8195988	8195773	0	8195773	99.99	215	0	215	0.01
4	8195988	0	8195988	8195723	0	8195723	99.99	265	0	265	0.01

**Result: All Resolutions passed with requisite majority.**

**For Mayank Arora & Co.,**

**Company Secretaries**

**MAYANK ARORA** Digitally signed by  
MAYANK ARORA  
Date: 2021.09.28  
17:20:34 +05'30'

**Mayank Arora**

**Proprietor**

**Place: Mumbai**

**Date: 28/09/2021**

**UDIN: F010378C001025755**

**For Caprihans India Limited**

**PRITAM PAUL** Digitally signed by PRITAM PAUL  
DN: c=IN, o=Personal,  
postalCode=410206,  
ou=Maharashtra,  
2.5.4.20=02ba7080e0744d9112d  
c3d745740807e451b07b2d0949556  
5f5748303d5,  
serialNumber=835479e4d53f56d6,  
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1044648cc132d, cn=PRITAM PAUL  
Date: 2021.09.28 17:40:10 +05'30'

**Mr. Pritam Paul**

**Company Secretary and Compliance Officer**