

## **Scrutinizer's Report**

**[Pursuant to Section 108 / 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]**

**The Chairman,**  
**M/s. BKM Industries Limited**  
Bikaner Building, 3rd Floor,  
8/1, Lal Bazar Street,  
**Kolkata- 700001**

Dear Sir,

I, Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed by the Board of Directors of M/s.BKM Industries Limited(the Company) as a Scrutinizer as per the provisions of Section 108 /109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting & voting carried out by means of Ballot papers at the venue of the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company and ascertaining the requisite majority on voting carried out on the resolutions contained in the notice to the 8<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, the 20<sup>th</sup> day of September, 2019 at 'Gyan Manch', 11, Pretoria Street, Kolkata-700071 at 11.30 A.M.

1. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means & ballot paper on the resolutions contained in the Notice to the 8<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by the National Securities Depository Limited (NSDL), the authorised agency to provide remote e-voting facilities, engaged by the Company and voting conducted by means of Ballot Papers at the venue of the Annual General Meeting.
2. Further to the above, I submit my report as under:-
  - i) The remote e-voting period remained open from Tuesday, September 17, 2019 (10.00 A.M.) up to Thursday, September 19, 2019 (5.00 P.M.).



- ii) The members of the Company as on the "cut-off" date i.e. Thursday, September 12, 2019 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the AGM of the Company).
- iii) The facility of Ballot voting was provided at the venue of the AGM only to those members present who had not casted their votes by remote e-voting.
- iv) The ballot box for voting by means of ballot paper was locked and sealed by me in the presence of the members and proxies present at the Annual General Meeting.
- v) On conclusion of the Voting at the venue of the AGM held on 20<sup>th</sup> September, 2019, the ballot box was carried and opened by me in the presence of 2 witnesses, Ms. Ankita Banerjee and Mr. Varun Agarwal. The votes casted through Ballot Papers were duly scrutinized and were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
- vi) The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes casted through e-voting and found not in accordance to the rules provided were also treated as invalid.
- vii) Thereafter, votes casted through remote e-voting were unblocked on 20<sup>th</sup> September, 2019 in the presence of 2 witnesses, Ms. Ankita Banerjee and Mr. Varun Agarwal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ankita Banerjee

Name: Ankita Banerjee

Varun Agarwal

Name: Varun Agarwal

- viii) Thereafter, the details containing, inter alia, list of Equity Share Holders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), i.e. <https://www.evoting.nsdl.com>.
- ix) Based on such reports generated from the website of NSDL and the votes casted through the Ballot Papers at the venue of the AGM, the result of the voting stands as under:



**Item No. 1:-**

**Ordinary Resolution:** Adoption of Standalone & Consolidated Financial Statement of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2019, Audited Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with Report of Directors' and Auditors' thereon.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	17	21955569	56	16151333	73	38106902	99.9972
Votes against the resolution	5	1082	-	-	5	1082	0.0028
Invalid Votes	-	-	-	-	-	-	-



**Item No. 2:-**

**Ordinary Resolution:** Re-Appointment of Mr. Aditya B Manaksia (DIN 00614488), Director who retired by rotation and being eligible offered himself for re-appointment.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	17	21955672	56	16151333	73	38107005	99.9974
Votes against the resolution	5	979	-	-	5	979	0.0026
Invalid Votes	-	-	-	-	-	-	-

**Item No. 3:-**

**Ordinary Resolution:** Re-appointment of M/s. SRB & Associates, Chartered Accountants as the Statutory Auditors of the Company and authorized the Board to fix their remuneration.

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	16	21955568	56	16151333	72	38106901	99.9972
Votes against the resolution	6	1083	-	-	6	1083	0.0028
Invalid Votes	-	-	-	-	-	-	-



**Item No. 4:-****Special Resolution:** Re-appointment of Mr. Navneet Manaksia (DIN: 00438612) as a whole time director

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	17	21955672	56	16151333	73	38107005	99.9974
Votes against the resolution	5	979	-	-	5	979	0.0026
Invalid Votes	-	-	-	-	-	-	-

**Item No. 5:-****Special Resolution:** Appointment of Mr. Anil Kumar Saboo (DIN: 00621325) as an Independent Director

	Remote e-Voting		Ballot Voting at AGM		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	15	21955468	56	16151333	71	38106801	99.9969
Votes against the resolution	7	1183	-	-	7	1183	0.0031
Invalid Votes	-	-	-	-	-	-	-



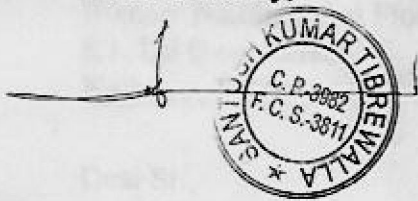
- x) The relevant information of ballot papers were provided to the Company for preparation of requisite reports and the ballot papers shall be handed over to the Chairman after signing the minutes of the Annual General Meeting.

You may accordingly declare the results and display the same on the website of the Company and convey to Stock Exchange(s) and National Securities Depository Limited.

Please acknowledge the receipt.

Thanking You,

Yours faithfully,



**SANTOSH KUMAR TIBREWALLA**  
Scrutinizer

**Place: Kolkata**  
**Date: 20.09.2019**

