
Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairperson
E-voting of
Equity Shareholders of
MRC Agrotech Limited
(Formerly Known as MRC EXIM LIMITED)

Dear Sir,

Annual General Meeting of the Shareholders of MRC Agrotech Limited held on Monday, 30th September, 2024, at 12.30 p.m. at Office No. 1028, 10th Floor, The Summit - Business Bay Omkar, Near Western Express Highway, Andheri East., Mumbai – 400093 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

I, Ms. Reena T. Parekh, Company Secretary in practice, has been appointed as a Scrutinizer by the Board of Directors of MRC Agrotech Limited for the purpose of the scrutinizing process of voting through Remote E-voting and e-voting during the AGM as mentioned in AGM notice issued by the Company and also placed on the Company’s website pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and the Regulation 44 of the SEBI (LODR) Regulations 2015, in respect of the solutions contained in the Notice dated 04th September, 2024 of the AGM held on 30th September, 2024.

The management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting for the resolutions contained in the notice. My responsibility as a scrutinizer of E-voting is restricted to make scrutinizer’s report of the votes cast in favour or against or invalid votes on the resolutions stated above, based on reports generated through E-Voting.

As requested by the management, I submit herewith a Consolidated Scrutinizer report of the Votes cast “For” or “Against” the resolutions contained in the notice.

Report on Scrutiny:

1. The Company has entered into an agreement with National Securities Depository Limited (NSDL) an agency authorized under the rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was on 23rd September, 2024 as per the AGM notice issued by the Company.

3. As prescribed in the rules, the -voting facility was kept open for three days from 27.09.2024, at 09.00 a.m. and ends on 29.09.2024 at 5.00 p.m.
4. NSDL, the agency was responsible for providing the e-voting platform and maintaining the portal and providing access to members, including facilitating members to cast their votes.
5. On Monday, 30th September, 2024, at 12.30 pm after the conclusion of AGM, the votes cast through e-voting were unblocked by me on NSDL e-voting portal.
6. The total votes cast in favour or against all the resolutions proposed in AGM Notice are as under:

CONSOLIDATED REPORT ON RESULT OF VOTING, THROUGH ELECTRONIC MEANS i.e., REMOTE E-VOTIN IS AS UNDER:

Item No.1: Ordinary resolution - To consider and adopt the Audited Balance Sheet of the Company as at 31st March 2024, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Auditors' and Directors' report thereon

| Category | Manner of Voting | Votes in favour of resolution | | | Votes Against the Resolution | | | Total Valid Votes |
|-----------------------------|------------------|-------------------------------|----------------|------------------|------------------------------|--------------|------------------|-------------------|
| | | No. of Members Voted | No. of Votes | % of valid votes | No. of Members Voted | No. of Votes | % of valid votes | |
| (1) | | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| Promoter and Promoter Group | E-voting | 2 | 2807567 | 29.46 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institution | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institution | E-voting | 52 | 6720206 | 70.53 | 1 | 5 | 0.01 | 0 |
| | Poll | 0 | 0 | 00 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | | 54 | 9527778 | 99.99 | 1 | 5 | 0.01 | 0 |

CONSOLIDATED RESULT ON VOTING ITEM NO.1

As the number of votes cast in favour of the resolution was majority, having received more than half of the votes cast in favor of the resolution, I report that the Ordinary Resolution with regard to Item No. 1, as set out in the Notice of AGM, is passed in favour of the resolution with requisite majority.

Item No.2: Ordinary resolution - To re-appoint Mr. Sadanandan Choikandy (DIN: 08487613), who retires by rotation in this Annual General Meeting and being eligible has offered himself for reappointment as director of company.

| Category | Manner of Voting | Votes in favour of resolution | | | Votes Against the Resolution | | | Total Valid Votes |
|-----------------------------|------------------|-------------------------------|--------------|------------------|------------------------------|--------------|------------------|-------------------|
| | | No. of Members Voted | No. of Votes | % of valid votes | No. of Members Voted | No. of Votes | % of valid votes | |
| (1) | | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| Promoter and Promoter Group | E-voting | 2 | 2807567 | 29.46 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institution | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institution | E-voting | 49 | 6713068 | 70.47 | 4 | 7148 | 0.07 | 0 |
| | Poll | 0 | 0 | 00 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | | 51 | 9520635 | 99.93 | 4 | 7148 | 0.07 | 0 |

As the number of votes cast in favour of the resolution was majority, having received more than half of the votes cast in favor of the resolution, I report that the Ordinary Resolution with regard to Item No. 2, as set out in the Notice of AGM, is passed in favour of the resolution with requisite majority.

Item No.3 Special Resolution - To offer, issue and allot equity shares (for cash) on preferential basis.

| Category | Manner of Voting | Votes in favour of resolution | | | Votes Against the Resolution | | | Total Valid Votes |
|-----------------------------|------------------|-------------------------------|----------------|------------------|------------------------------|--------------|------------------|-------------------|
| | | No. of Members Voted | No. of Votes | % of valid votes | No. of Members Voted | No. of Votes | % of valid votes | |
| (1) | | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| Promoter and Promoter Group | E-voting | 2 | 2807567 | 29.46 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Institution | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institution | E-voting | 51 | 6719493 | 70.53 | 1 | 5 | 0.01 | |
| | Poll | 0 | 0 | 00 | 0 | 0 | 0 | |
| | Postal Ballot | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | | 53 | 9527060 | 99.99 | 1 | 5 | 0.01 | |

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No. 3, as set out in the Notice of AGM, is passed in favour of the resolution with requisite majority

7. Based on the voting in the above tables, all the resolutions are passed with requisite majority. I request the Chairman of the AGM to announce the results accordingly.
8. The said report is based on relevant records, including documents and information made available to me by the NSDL E-Voting platform and by the Company through electronic form.

9. All the relevant electronic records of remote e-voting and e-voting during the AGM are under my safe custody until the Chairman considers, approves and signs the minutes of the AGM, and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

For Reena S Modi & Associates
Practicing Company Secretary

Reena Parikh

ACS No- A25346

CP No- 12621



UDIN: A025346F001410807

Place: Mumbai

Date: 01.10.2024

Disclaimer: The Report is based on the figures uploaded by NSDL site. I shall stand not responsible for any misleading or wrong presentation of facts and figures.