

VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 1276 | 3742

email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

To,
The Chairman,
Maharaja Shree Umaid Mills Limited,
7, Munshi Premchand Sarani, Hastings,
Kolkata – 700022.

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out at the 82nd Annual General Meeting ('AGM'), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the 82nd AGM of the Members of Maharaja Shree Umaid Mills Limited (the "Company") held on Saturday, the 24th day of September, 2022 at 2:30 P.M. through video conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Dear Sir,

1. I, Barsha Dikshit, Partner at Vinod Kothari & Company, Practising Company Secretaries, (Membership No A48152/ COP No 18060) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the resolution dated 28th May, 2022, for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto on the businesses contained in Notice of the 82nd AGM of Maharaja Shree Umaid Mills Limited.
2. In terms of section 108 of the Act read with Rule 20 of MGT Rules, in connection with all the resolutions proposed at the 82nd AGM of the Company availed services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM was provided by CDSL.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through remote e-voting and e-voting at AGM on the resolution contained in the Notice of the AGM. My responsibility as a Scrutinizer is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the

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Delhi: A – 467, First Floor, Defence Colony, New Delhi – 110024

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businesses set out in the Notice of the AGM, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company.

4. The Company had published advertisement on 2nd September, 2022, in “Ekdin” in Bengali Language and in “Business Standard” in English Language.
5. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the “cut-off date” of Saturday, September 17, 2022 commenced on Wednesday, September 21, 2022 at 09:00 am (IST) and ended on Friday, September 23, 2022 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.
6. The Company had also provided remote e-voting facilities to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. The equity shareholders of the Company, holding shares as on the “cut-off date” of Saturday, 17th September, 2022, were entitled to vote on the resolutions as contained in the Notice of the AGM. The CDSL e-voting platform was re-opened during the AGM and kept open for 30 minutes after the AGM.
7. Pursuant to Rule 20(4)(xii) of the MGT Rules, The electronic votes were unblocked from CDSL’s website at around 3.25 P.M on 24th September, 2022 in the presence of aforesaid 2 (two) witnesses Mr. Ajay Kumar and Ms. Neha Malu both being employees of Vinod Kothari & Company, Practising Company Secretaries. These Witnesses are not in the employment of the Company.
8. The votes cast under remote e-voting and AGM e-voting were unblocked thereafter. We have scrutinized and reviewed the voting through remote e-voting and e-voting at the AGM and votes cast therein based on the data downloaded from the e-voting system of CDSL.
9. I now submit the Report as under:



Handwritten signature

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Resolution 1: Ordinary Resolution

To receive consider and adopt:

- a. *The Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.*
- b. *The Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.*

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
50	8,71,91,704	99.97%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	26,019	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
0	0



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Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Yogesh Bangur (DIN: 02018075), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
49	8,71,90,834	99.97%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	26,019	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
0	0



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Resolution 3: Special Resolution

Renewal of previous approval of issuance of Non-Convertible Debentures on Private Placement basis.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
48	8,71,90,679	99.97%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	26,174	0.03%

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0



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Resolution 4: Ordinary Resolution

Appointment of Cost Auditor.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
48	8,71,90,679	99.97%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	26,174	0.03%

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0



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10. In view of the above scrutiny, I hereby certify that the above Resolutions have been passed with requisite majority on 24th September, 2022.
11. Figures have been rounded off to their nearest numbers for ease of representation.
12. The details of votes received through e-voting along with all other relevant records will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

For Vinod Kothari & Company

Practising Company Secretaries



Barsha Dikshit

Barsha Dikshit

Partner

Membership No.: A48152

COP:18060

UDIN: A048152D001054520

Date: 27th September 2022

Place: Kolkata