

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 Chairperson,
Maharaja Shree Umaid Mills Limited,
7, Munshi Prernchand Sarani, Hastings
Kolkata - 700 022
India

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out at 83rd Annual General Meeting ('AGM') pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 83rd Annual General Meeting (the "AGM") of the Members of Maharaja Shree Umaid Mills Limited (the "Company") held on Tuesday, the 26th day of September, 2023 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 ACS A48152/ C.P. No 18060) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the resolution passed in the Board Meeting dated May 17, 2023, for the purpose of scrutinizing the remote e-voting and voting through electronic system during the AGM 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 ('MGT Rules') read with amendments thereto on the businesses contained in Notice of 83rd AGM of the Company.
2. In terms of section 108 of the Act read with Rule 20 of MGT Rules in connection with all the resolution proposed at the 83rd AGM, the Company availed services of **Central Depository Services (India) Ltd. (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

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Barsha

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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 consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-voting system of CDSL, (including remote e-voting and e-voting at the AGM) the authorized agency engaged by the Company.

4. The Company had published advertisement on 2nd September, 2023, in "Ekdin" in Bengali 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 Tuesday, September 19, 2023 commenced on Saturday, September 23, 2023 at 09:00 am (IST) and ended on Monday, September 25, 2023 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.
6. The Company had also provided a remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, September 19, 2023 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. 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 e-voting system of CDSL.
8. I now submit the Report as under:

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Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- The Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
- The Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023 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
48	87193482	99.9998

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	106	0.0001

(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 Mrs. Alka Devi Bangur (DIN:00012894), who retires by rotation at this Annual General Meeting and being eligible, offers herself 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
45	87190229	99.9961

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	3359	0.0038

(iii) **Invalid** votes:

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

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Resolution 3: Special Resolution

Re-appointment of Mr. Yogesh Bangur as Deputy Managing Director of the Company

(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
45	87190229	99.9961

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	3359	0.00385

(iii) **Invalid** votes:

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

Resolution 4: Special Resolution

Re-appointment of Mr. Lakshmi Niwas Bangur as Chairman & Managing Director of the Company

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(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
46	87190384	99.9963

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	3204	0.0036

(iii) **Invalid** votes:

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

Resolution 5: Ordinary Resolution

Ratification of Remuneration of the 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	87193482	99.9998

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	106	0.0001

(iii) **Invalid** votes:

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

9. Figures have been considered up to 4 decimal places.

10. In view of the above scrutiny, I hereby certify that the above Resolutions have been passed with requisite majority on September 26, 2023.

11. The details of the 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
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Barsha Dikshit
Partner
Membership No.: A48152
COP:18060
UDIN: A048152E001114668

Date: 28th September, 2023

Place: Kolkata

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