

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 Premchand Sarani, Hastings
Kolkata - 700 022
India

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through electronic system during the meeting, conducted 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 84th Annual General Meeting (the "AGM") of the Members of Maharaja Shree Umaid Mills Limited (the "Company") held on Thursday, the 26th day of September, 2024 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 dated 22nd July, 2024 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 business contained in Notice of 84th AGM of the Company dated 22nd July, 2024.
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 84th AGM, the Company has availed services of **Central Depository Services (India) Ltd. (CDSL)** as the authorized E-voting's agency for facilitating remote e-voting and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
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 the AGM on the business(es) set out 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 business set out in the Notice of AGM, based

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A handwritten signature in blue ink, appearing to read 'Barsha'.

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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 newspaper advertisement on 3rd September, 2024, in "Business Standard" (English) all India edition and "Ekdin" in (Bengali) newspapers.
5. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the "cut-off date" of Thursday, September 19, 2024 commenced on Monday, September 23, 2024 at 09:00 am (IST) and ended on Wednesday, September 25, 2024 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.
6. The Company had also provided 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 Thursday, September 19, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM. The CDSL Evoting Platform was re-opened during the AGM and kept open for 30 minutes after the AGM.
7. The votes cast under remote e-voting facility were unblocked thereafter. I 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 CDSL e-voting system.

8. I now submit the Report as under:

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. The Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
- b. The Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 including the Consolidated Audited Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

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A handwritten signature in blue ink, appearing to be "Rashmi".

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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
54	87191481	99.9999%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	108	0.0001%

(iii) **Invalid** votes:

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

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
54	87191481	99.9999%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	108	0.0001%

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them

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0	0
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Resolution 3: Special Resolution

To make investments, give loans, guarantees and provide securities under section 186 of the Companies Act, 2013

(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
54	87191481	99.9999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	108	0.0001%

(iii) Invalid votes:

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

Resolution 4: Ordinary Resolution

Ratification of Remuneration 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
55	87191486	99.9999%

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

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Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	103	0.0001%

(iii) **Invalid** votes:

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

- Figures have been considered up to 4 (four) decimal places.
- In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority.
- The details of the remote e-voting and electronic voting at the meeting along with such as authorizations as have been received, will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

For Vinod Kothari & Company



Barsha Dikshit

Barsha Dikshit

Partner

Membership No.: A48152

COP:18060

UDIN: A048152F001337627

Date: 27th September, 2024

Place: Kolkata

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