



## Consolidated Scrutinizer's Report

*[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date]*

To,

The Chairman of Thirty Eighth Annual General Meeting of the Equity Shareholders of M/s. MEENAKSHI (INDIA) LIMITED held on Friday, the 25<sup>th</sup> September, 2020 at 12.00 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

**Sub: Scrutinizer's Report on various Ordinary / Special resolutions passed under the provisions of the Companies Act, 2013 read with rules made thereunder.**

1. I, JAGDISH PRASAD MUNDHARA, a Company Secretary in practice and Proprietor of M/s. MUNDHARA & Co, Company Secretaries, Chennai, have been appointed as Scrutinizer by the Board of Directors of M/s. MEENAKSHI (INDIA) LIMITED (the "Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 10<sup>th</sup> July, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Thirty Eighth Annual General Meeting of its Equity Shareholders ("the Meeting"/"AGM") through VC / OAVM. The AGM was convened on Friday, the 25<sup>th</sup> September, 2020 at 12:00 p.m. IST through VC / OAVM.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended up to date ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (a). process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (b). process of e-voting at the AGM through electronic voting system ("e-voting").



3. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR”) relating to e-voting process on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by *Central Depository Services (India) Limited*, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

5. Pursuant to section 108 of the Act read with rule 20 of the Rules and circulars issued by the Ministry of Corporate Affairs in this regard, the notice convening the Thirty Eighth Annual General Meeting including the statement on material facts under section 102 of the Act was dispatched to all the members of the Company through electronic means (wherever email IDs were available) and subsequently, the Notice was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform provided by *Central Depository Services (India) Limited (CDSL)*.

6. The public advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in the newspapers.

7. The Equity Shareholders of the Company as on the “cut-off” date, as set out in the Notice, i.e., Friday, the 18<sup>th</sup> September, 2020 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

8. Remote e-voting process:-

The remote e-voting period remained open from Tuesday, the 22<sup>nd</sup> September, 2020 (10.00 a.m.) to Thursday, the 24<sup>th</sup> September, 2020 (5.00 p.m.).



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Accordingly, the electronic votes cast were taken into account and at the end of this voting period, i.e., on 24<sup>th</sup> September, 2020 at 5.00 p.m., the e-voting platform on CDSL was blocked for voting by the members.

#### 9. E-voting process at the AGM:-

After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by CDSL.

The e-votes were reconciled with the records maintained by the Company and the Registrar and Transfer Agent and the authorizations lodged with the Company and the Registrar and Transfer Agent.

The votes cast were unblocked on Friday, the 25<sup>th</sup> September, 2020 in the presence of two witnesses, *Ms. Vinitha* and *Ms. Kalpana* who are not in the employment of the Company after the conclusion of the AGM.

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://evotingindia.com>.

#### 10. Results:

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by CDSL, as under:

I observe that:

- a) 3 Members had cast their votes through e-voting at the AGM; and
- b) 22 Members had cast their votes through remote e-voting.

The result of the e-voting and ballot forms is hereby annexed to this report.

Based on the aforesaid results, we report that **Three Ordinary Resolutions** as set out in **Item Nos. 1 to 3** and **Three Special Resolutions** as set out in **Item Nos. 4 to 6** of the Notice of the AGM dated 10<sup>th</sup> July, 2020 **have been passed with the requisite majority.**



# *Mundhara & Co.,*

COMPANY SECRETARIES

JAGDISH P MUNDHARA, B.Com (Hons.), FCS

C1, Roop Chamber, 3<sup>rd</sup> Floor,  
No. 43, Erulappan Street, Sowcarpet,  
Chennai – 600 079.

Tel: 044 – 2536 8835

Email ID: mundhara\_co@yahoo.co.in

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The relevant records are sealed and handed over to the Director of the Company authorized by the Board for safe keeping.

Thanking You,  
Yours faithfully,

(JAGDISH P MUNDHARA)  
Practicing Company Secretary  
FCS 2353 CP No. 1443

*Proprietor:*  
MUNDHARA & CO,  
*Company Secretaries*  
(ICSI Unique Code: S1988TN005000)

Place : CHENNAI  
Date : 25.09.2020  
UDIN: F002353B000777292



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## MEENAKSHI (INDIA) LIMITED

Annexure to Scrutinizer's Report  
(To be read along with my report of even date)

| Resolution No. & Type  | Description of Resolution   | Mode            | Ballots Received | Total Votes    | Favour    |                |                        | Against  |          |                        | Invalid/Abstain |          |
|------------------------|---|-----------------|------------------|----------------|-----------|----------------|------------------------|----------|----------|------------------------|-----------------|----------|
|                        |   |                 |                  |                | Ballots   | Votes          | % to Total Valid Votes | Ballots  | Votes    | % to Total Valid Votes | Ballots         | Votes    |
| 1. Ordinary Resolution | Consideration and adoption of Audited Balance Sheet as at 31 <sup>st</sup> March, 2020 and Profit & Loss Account for the period ended on that date and the reports of Directors and Auditors thereon. | Remote e-Voting | 22               | 3446750        | 22        | 3446750        | 100.00%                | -        | -        | 0.00%                  | -               | -        |
|                        |   | e-Voting        | 3                | 4300           | 3         | 4300           | 100.00%                | -        | -        | 0.00%                  | -               | -        |
|                        |   | <b>Total</b>    | <b>25</b>        | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b>         | <b>-</b> | <b>-</b> | <b>0.00%</b>           | <b>-</b>        | <b>-</b> |
| 2. Ordinary Resolution | Reappointment of Shri. Ashutosh Goenka (DIN: 00181026) as a Director who retires by rotation and, being eligible, offers himself for re-appointment.  | Remote e-Voting | 22               | 3446750        | 22        | 3446750        | 100.00%                | -        | -        | 0.00%                  | -               | -        |
|                        |   | e-Voting        | 3                | 4300           | 3         | 4300           | 100.00%                | -        | -        | 0.00%                  | -               | -        |
|                        |   | <b>Total</b>    | <b>25</b>        | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b>         | <b>-</b> | <b>-</b> | <b>0.00%</b>           | <b>-</b>        | <b>-</b> |
| 3. Ordinary Resolution | Reappointment of Shri. G.R. Prasad (DIN: 01793755) as a Director who retires by rotation and, being eligible, offers himself for re-appointment.  | Remote e-Voting | 22               | 3446750        | 22        | 3446750        | 100.00%                | -        | -        | 0.00%                  | -               | -        |
|                        |   | e-Voting        | 3                | 4300           | 3         | 4300           | 100.00%                | -        | -        | 0.00%                  | -               | -        |
|                        |   | <b>Total</b>    | <b>25</b>        | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b>         | <b>-</b> | <b>-</b> | <b>0.00%</b>           | <b>-</b>        | <b>-</b> |



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|                             |   |                 |           |                |           |                |                |          |          |              |          |          |
|-----------------------------|---|-----------------|-----------|----------------|-----------|----------------|----------------|----------|----------|--------------|----------|----------|
| 4.<br>Special<br>Resolution | To authorise Board of Directors to make contribution to Bonafide Charitable Funds in excess of five per cent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs.200 Lakhs per annum.    | Remote e-Voting | 22        | 3446750        | 22        | 3446750        | 100.00%        | -        | -        | 0.00%        | -        | -        |
|                             |   | e-Voting        | 3         | 4300           | 3         | 4300           | 100.00%        | -        | -        | 0.00%        | -        | -        |
|                             |   | <b>Total</b>    | <b>25</b> | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b> | <b>-</b> | <b>-</b> | <b>0.00%</b> | <b>-</b> | <b>-</b> |
| 5.<br>Special<br>Resolution | To authorise Board of Directors of the Company to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum as determined from time to time.                         | Remote e-Voting | 22        | 3446750        | 22        | 3446750        | 100.00%        | -        | -        | 0.00%        | -        | -        |
|                             |   | e-Voting        | 3         | 4300           | 3         | 4300           | 100.00%        | -        | -        | 0.00%        | -        | -        |
|                             |   | <b>Total</b>    | <b>25</b> | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b> | <b>-</b> | <b>-</b> | <b>0.00%</b> | <b>-</b> | <b>-</b> |
| 6.<br>Special<br>Resolution | To re-appoint Shri. G.R. PRASAD (DIN: 01793755) as a Whole-time Director of the Company, for a period of three years with effect from 1 <sup>st</sup> October, 2020 to 30 <sup>th</sup> September, 2023 as decided by the Board of Directors. | Remote e-Voting | 22        | 3446750        | 22        | 3446750        | 100.00%        | -        | -        | 0.00%        | -        | -        |
|                             |   | e-Voting        | 3         | 4300           | 3         | 4300           | 100.00%        | -        | -        | 0.00%        | -        | -        |
|                             |   | <b>Total</b>    | <b>25</b> | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b> | <b>-</b> | <b>-</b> | <b>0.00%</b> | <b>-</b> | <b>-</b> |
|                             |   | <b>Total</b>    | <b>25</b> | <b>3451050</b> | <b>25</b> | <b>3451050</b> | <b>100.00%</b> | <b>-</b> | <b>-</b> | <b>0.00%</b> | <b>-</b> | <b>-</b> |

**Notes:**

Since the requisite No. of votes cast in favour are exceeding the No. of votes cast against in respect of resolutions in S. No. 1 to 6, **I hereby report, that the above resolutions were passed with requisite majority.**