

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869, Email: drohapravin@yahoo.co.in

FORM NO MGT 13
Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
34TH ANNUAL GENERAL MEETING
OF CEETA INDUSTRIES LTD,
(CIN:L85110KA1984PLC02494)
PLOT NO 34-38, KIADB INDUSTRIAL AREA,
SATHYAMANGALA, TUMKUR
KARNATAKA -572104.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 34th Annual General Meeting (AGM) of CEETA INDUSTRIES LTD on the Resolutions set out in the AGM Notice dated 14th August, 2018 held at the Registered Office of the Company in TUMKUR in the state of Karnataka on Monday, 24th September, 2018 at 11.30 A.M.

I, Pravin Kumar Drolia, (FCS No 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **CEETA INDUSTRIES LTD** ("the Company") in their meeting held on 14th August, 2018, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms at the 34th AGM of the Company held on Monday, **the 24th September, 2018 at Plot No 34-38, KIADB Industrial Area, Sathyamangala, Tumkur: 572104 at 11.30 A.M.** in a fair and transparent manner in respect of the following resolutions set out in the AGM Notice of the Company dated 14th August, 2018.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	Consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2018, the reports of the Board of Directors and Auditors thereon
2.	Ordinary Resolution	Appointment of a Director in place of Mrs. Uma Poddar (DIN: 07140013) who retires by rotation, and being eligible, offers herself for re-appointment.
3.	Ordinary Resolution	Appointment of M/s Ruwalia & Associates Chartered accountants (Firm Regn. No: 324276E) as statutory Auditors of the Company for a period of five years as per provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 in place of M/s Agarwalla Ajay Kumar & Co, Chartered Accountants, who expressed his unwillingness to continue as statutory Auditors of the Company.



4.	Ordinary Resolution	Appointment of Mr. Gautam Modi (DIN 06482645) as a Director of the Company liable to retire by rotation pursuant to the applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 as amended from time to time, in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act, 2013
5.	Special Resolution	Appointment of Mr Om Prakash Kedia (DIN 03596892) as an independent Director of the Company not liable to retire by rotation for a period of five years w.e.f. 1 st October 2018 and to hold office up to 30 th September 2023 as per provisions of section 149,150, 152 read with schedule IV and other applicable provisions, if any of the Companies Act 2013 notwithstanding that he has attained the age of 75 years.
6.	Special Resolution	Re-appointment of Mr Arabinda De (DIN 00028093) as an Independent Director of the Company not liable to retire by rotation for a period of five years w.e.f. 1 st April 2019 and to hold office up to 31 st March 2024 as per provisions of section 149,150, 152 read with schedule IV and other applicable provisions, if any of the Companies Act 2013 notwithstanding that he will attained the age of 75 years during the tenure of his office.
7.	Special Resolution	Re-appointment of Mr. Sushil Kumar Chhawehharia (DIN 00007780) as an Independent Director of the Company not liable to retire by rotation for a period of five years w.e.f 1 st April 2019 to 31 st March 2024 as per provisions of section 149,150, 152 read with schedule IV and other applicable provisions, if any of the Companies Act 2013 notwithstanding that he will attained the age of 75 years during the tenure of his office.
8.	Special Resolution	Consent of the Members hereby given to the Board of Directors under section 186 and other applicable provisions of the Companies Act 2013 for making loans or for giving guarantees or providing securities to Body Corporates or other person/ entity and /or investment(s) in securities by way of subscription, purchase or otherwise, of any other body corporate in excess of limits specified under the said section from time to time, as may be considered appropriate for an amount not exceeding Rs.20 Crores (Rupees twenty Crores only), in one or more tranches.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of Notice of AGM dated 14th August, 2018 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2017-2018 through permitted mode by 31st August 2018 to those Members whose names appeared in the Register of Members/List of beneficiaries as on 10th August, 2018 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 1.2. In compliance with provisions of Rule 20 of the Companies (Management and Administration)Amendments Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Board of the Company has fixed 17th September, 2018 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e voting .The Company had also provided voting facility to the Shareholders present at the AGM to vote on the resolutions set out in the notice of the said AGM through Physical Ballot who were Members of the Company as on 17th September 2018, who did not vote by means of remote e-voting prior to the AGM.



- 1.3. An Advertisement was published in "Financial Express, Bengaluru" (English Edition) and "Anrutha Vani, Tumkur" (Kannad Edition), pursuant to Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Members about completion of dispatch of AGM notice and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
- 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 read with rules made there under and SEBI (LODR) regulations 2015 relating to remote e-voting and voting through physical ballot at the AGM on the resolutions contained in the notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through physical ballot at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said resolutions set forth in the notice of the said AGM of the Company.
- 1.5. The e-voting period was commenced on Friday, 21st September, 2018 from 10:00 A.M. (IST) and concluded on Sunday, 23rd September, 2018 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 17th September, 2018, fixed by the Company, were entitled to vote on the resolutions set out in the notice dated 14th August, 2018 of AGM of the Company by either electronically or through physical ballot
- 1.6. After the closure of the voting through physical ballot at the said AGM, the votes cast through remote e-voting facility provided by CDSL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting website. <https://www.evotingindia.com>
- 1.7. After the voting at the Annual General Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 1.8. The report inter alia containing details such as list of Equity Share holders, who voted "for" and "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 14th August, 2018 of the said AGM.
- 1.9. The combined result of voting through electronic means, i.e. remote e-voting and voting through physical ballot at the said AGM of the Company is as per "Annexure - A" attached herewith.

RESULTS:

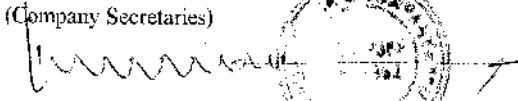
All the resolutions mentioned in the notice of Annual General Meeting dated 14th August, 2018 as per details given above stand passed under remote e voting and voting conducted at AGM by way of physical ballot with requisite majority and hence to be passed as on the date of Annual General Meeting. As authorized by the chairman of AGM, Mr. Anubhav Poddar, Chief Financial Officer is to declare and confirm the above results of voting (remote e-voting and voting by means of physical ballot) at the registered office of the Company, latest by 26th September, 2018 in respect of the resolutions referred herein.



I hereby also confirmed that I am maintaining the register downloaded from CDSL electronically in respect of vote cast through remote e voting and register of physical ballot received from Members in respect of vote cast through physical ballot at Annual General Meeting. The ballot papers and all other relevant records relating to remote e voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)



(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No. 1362



Place: Kolkata

Date: 25th September, 2018

Appendix A
Continuing Shareholders Report on Voting on the Resolutions Proposed at the 26th AGM of M/S. CEFTA INDUSTRIES LTD held on Monday 24th September, 2018 at 11.30 A.M.

Sl. No.	Resolution	Mode	Units vote				Total units	No. of Shares held by Shareholder	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company	No. of Shares held by the Company
			Shareholder	Company	Company	Company														
1	Consider and elect the Auditors for the financial year ending March 31, 2019 and re-appoint Mr. Board of Directors and Mr. Jyoti...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
2	Appointment of a Director in place of Mr. ...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
3	Appointment of Mr. ...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
4	Appointment of Mr. ...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
5	Appointment of Mr. ...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
6	Re-appointment of Mr. ...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
7	Re-appointment of Mr. ...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000
8	Consent of the Members to the Board to exercise powers under section 179 and other applicable provisions of the Act...	Written	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000	1000000



Attested and signed by the Chairman of the Board of Directors of the Company on behalf of the Board of Directors of the Company and the Board of Directors of the Company...

Chairman of the Board
Director
Secretary

Attested and signed by the Chairman of the Board of Directors of the Company on behalf of the Board of Directors of the Company and the Board of Directors of the Company...

Chairman of the Board
Director
Secretary