

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapraavin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,

33rd ANNUAL GENERAL MEETING

OF CEETA INDUSTRIES LIMITED,

(CIN: L85110KA1984PLC021494)

Plot No. 34-38, KIADB Industrial Area,

Sathyamangala, Tumkur -572 104,

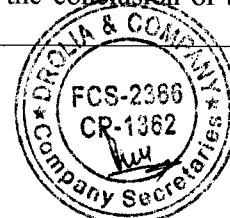
Karnataka

Dear Sir,

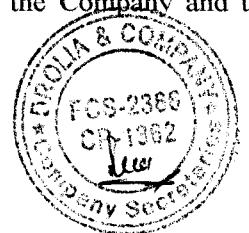
Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 33rd Annual General Meeting (AGM) of M/s. CEETA INDUSTRIES LIMITED on the Resolutions set out in the AGM Notice dated 29th July, 2017 held at Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur -572 104, Karnataka at 11:30 A.M on Thursday 21st day of September 2017.

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 **M/s. CEETA INDUSTRIES LIMITED** ("the Company") in their meeting held on 29th July, 2017, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended 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 33rd AGM of the Company held on **Thursday, the 21st September, 2017 at Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur -572 104, Karnataka 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 29th July, 2017.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2.	Ordinary Resolution	Appointment of Sri O. P. Kedia (DIN: 03596892) as a Director who retires by rotation and being eligible, offers himself for Re-appointment.
3.	Ordinary Resolution	Appointment of M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants, (ICAI Firm Registration No. 320297E), as the Statutory Auditors of the Company, in place of M/s. G. K. Tulsyan & Co., Chartered Accountants, retiring auditor due to mandatory rotation of Auditors, for a term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 38 th Annual General Meeting of the Company.



1. I submit my report as under:
 - 1.1. The Company had completed the dispatch of Notice of AGM dated 29th July, 2017 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 2016-2017 through permitted mode by 28th August, 2017, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 4th August, 2017 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers 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 and 21 of the Companies (Management and Administration) Rules, 2014, as amended 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 14th September, 2017 as cutoff 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 Paper who were Members of the Company as on 14th September, 2017 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 "Amrutha Vani, Tumkur" (Kannad Edition) on 30th August, 2017, pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM Notice by 28th August, 2017 and other documents by permitted mode to their registered address/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 and Rules made thereunder relating to remote e-voting and voting through Physical Ballot Paper 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 Paper 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 Monday, 18th September, 2017 from 10:00 A.M. (IST) and concluded on Wednesday, 20th September, 2017 at 5:00 P.M. (IST). 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.
 - 1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 14th September, 2017, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 29th July, 2017 of AGM of the Company.
 - 1.7. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by my authorized representative Mr. Kaushal Drolia who was not in the employment of the Company and the voting was diligently scrutinized.



- 1.8. The votes cast through remote e-voting facility were thereafter unlocked on 21st September, 2017, at 4.00 P.M. at Kolkata in the presence of 2 (two) witnesses, Mr. Subhajt Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Prodyut Halder, Village Patkelberia, P.O. Nayabad –Rajpur, P.S. Mathurapur, South 24 Parganas, who were not in the employment of the Company.
- 1.9. 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 29th July, 2017 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutiny of physical Ballot received from the Members.
- 1.10. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers 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 29th July, 2017 as per details given above stand passed under remote e voting and voting conducted at AGM by way of Ballot papers with requisite majority and hence to be passed as on the date of Annual General Meeting.

I further report that as per the AGM Notice dated 29th July, 2017 and the Board Resolution of the same date, the Chairman or any other person as authorized by the Board in this regard may declare and confirm the above results Of voting (remote e-voting and voting by means of Ballot Papers) at the registered office of the Company, by 23rd September, 2017 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register received from CDSL electronically in respect of vote cast through remote e voting and 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

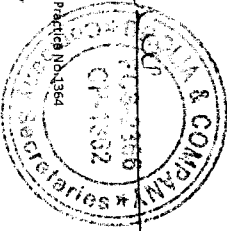
Place: Kolkata

Date: 22nd September, 2017

Sl. No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes	No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ No. of Ballots	Votes
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)	Electronic	13	10431600	13	10431600	0	0	0.00	13	10431600	100.00	0	0	0.00	0	0
		Physical	12	87510	12	87510	0	0	0.00	12	87510	100.00	0	0	0.00	0	0
		TOTAL	25	10519110	25	10519110	0	0	0.00	25	10519110	100.00	0	0	0.00	0	0
2	Appointment of Shri O. P. Kedia (DIN: 02596892) as a Director who retires by rotation and being eligible, offers himself for Re-appointment. (As an Ordinary Resolution)	Electronic	13	10431600	13	10431600	0	0	0.00	13	10431600	100.00	0	0	0.00	0	0
		Physical	12	87510	12	87510	0	0	0.00	12	87510	100.00	0	0	0.00	0	0
		TOTAL	25	10519110	25	10519110	0	0	0.00	25	10519110	100.00	0	0	0.00	0	0
3	Appointment of M/s. Agarwala, Alay Kumar & Co., Chartered Accountants, (ICAI Firm Registration No. 320297E), as the Statutory Auditors of the Company, in place of M/s. Q. K. Tulsyan & Co., Chartered Accountants, retiring auditor due to mandatory rotation of Auditors, for a term of the consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company. (As an Ordinary Resolution)	Electronic	13	10431600	13	10431600	0	0	0.00	13	10431600	100.00	0	0	0.00	0	0
		Physical	12	87510	12	87510	0	0	0.00	12	87510	100.00	0	0	0.00	0	0
		TOTAL	25	10519110	25	10519110	0	0	0.00	25	10519110	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the evoting website of CDSL (<http://www.evotingindia.com>) in our presence at 4.00 P.M. on the 21st September, 2017.

FOR DROILA & COMPANY
(Company Secretaries)
(Signature)
(Pravin Kumar Droila)
Proprietor
F.C.S No.2365, Certificate of Practice No.1364
Place: Kolkata
Date: 21st September, 2017



(Signature)
Mr. Subhajit Dutta
Dharampura, Chandannagar,
Hooghly-712138

(Signature)
(ii) Mr. Pradyut Halder
Village Pakelberia, P.O. Navabard -Raipur,
P.S. Mathurapur, South 24 Parganas