

# DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapravin@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) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman,  
**36<sup>th</sup> 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 conducted on resolutions mentioned in the notice dated 15<sup>th</sup> September, 2020 of 36<sup>th</sup> Annual General Meeting (AGM) of Ceeta Industries Limited held through video conferencing (VC)/other audio-visual means (OAVM) on Thursday, the 5<sup>th</sup> November, 2020 at 1.00 P.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 15<sup>th</sup> September, 2020 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment 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 conducted on the following resolutions mentioned in the notice dated 15<sup>th</sup> September, 2020 passed by the Members at the 36<sup>th</sup> AGM of the Company held **through video conferencing(VC)/other audio visual means (OAVM) on Thursday, the 5<sup>th</sup> November , 2020 at 1.00 P.M.** in a fair and transparent manner.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	Consider and adopt the audited financial statements for the financial year ended on 31st March 2020 and 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.	Special Resolution	Entering into the business of distillation of the essential oils as mentioned in the clause 33 of the other objects of the Memorandum of Association of the Company.
4.	Special Resolution	For making loans or for giving guarantees or providing securities to body corporate 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.30 crores (Rupees Thirty Crores only), in one or more tranches.

1.1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the passing of resolutions set out in notice dated 15<sup>th</sup> September, 2020 including circulars issued by the MCA from time to time in view of the current extra ordinary circumstances due to COVID -19 pandemic requiring social distancing and have advised the Company to take all decisions requiring Members approval, other than items of ordinary business or businesses where any person has a right to heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 without holding a general meeting that requires physical presence of Members at a common venue. My responsibility, as a scrutinizer for e-voting process is restricted to the extent of ascertaining requisite votes casted i.e. “in Favour” and “Against” the resolution mentioned in the notice 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.

The deemed venue of the AGM was the Registered Office of the Company.

2. I submit my report as under:

2.1. As per information provided, the Company had completed the dispatch of notice of AGM dated 15<sup>th</sup> September, 2020 inter-alia containing User ID, password and Annual Report for the financial year 2019-2020 through electronic mode only by 7<sup>th</sup> October, 2020 to those Members whose names appeared in the Register of Members/List of beneficiaries as on 18<sup>th</sup> September , 2020 being the cut-off date fixed by the Board for dispatch of notice along with other necessary information and whose email address were registered with the Company and Registrar and Transfer Agents (RTA) in terms of MCA General Circular No 17/2020 dated 13 April 2020 and General Circular No 22/2020 dated 15 June 2020 (MCA Circulars). 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.

2.2. The Members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent were given special facility to get their email ID registered either with RTA or with the Company to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notices published on 25<sup>th</sup> September, 2020 in “Financial Express, Bengaluru ” (English Edition) and “Amrutha Vaani Bengaluru” (Kannada Edition) informing the Members about update their credentials with Company and RTA for getting Annual Report and other details regarding e voting through electronically as per mca circulars and on 9<sup>th</sup> October 2020 in “Financial Express, Bengaluru” (English Edition) and “Amrutha Vaani Bengaluru” (Kannada Edition) informing the Members about completion of dispatch of notice electronically, along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended and read with above mentioned Circulars of MCA.

2.3. In compliance with provisions of Rule 20 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 has arranged remote e-voting facility through Central Depository Services (India) Limited) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 29<sup>th</sup> October 2020 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 electronic voting facility through CDSL platform to the Shareholders during the course of the meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013.

- 2.4. The e-voting period was commenced on Monday, 2<sup>nd</sup> November 2020 from 10:00 A.M. (IST) and concluded on Wednesday, 4<sup>th</sup> November 2020 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 29<sup>th</sup> October, 2020, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by electronic mode only.
- 2.5. At the meeting of the Board of Directors of the Company held on 15<sup>th</sup> September, 2020, Ms. Sneha Binani Company Secretary and compliance officer and in her absence Mr. B K Bhalotia Director of the Company, were made responsible for conducting the entire e-voting process and were authorized to do all things and to take all incidental and necessary steps for conducting the AGM and e-voting process.
- 2.6. The votes cast through remote e-voting facility were unblocked after the conclusion of AGM at 1.50 P.M approx. in the presence of 2 (two) witnesses, Ms. Sangita Drolia of Tower 1, 378, P A Saha Road, Kolkata 700068 and Mr. Naveen Saraf of 58/35, Prince Anwar Saha Road, Kolkata 700045 who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 2.7. The report inter alia containing details such as list of equity shareholders, 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, if any, in respect of resolutions set out in the notice dated 15<sup>th</sup> September, 2020 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> in respect of remote e - voting.
- 2.8. The result of voting on the resolutions through electronic means is as per "Annexure - A" attached herewith.

#### **RESULTS:**

There are 20385 numbers of eligible Members holding total 1,45,02,398 no(s) of Shares, who are entitled to vote electronically as on cut-off date i.e. 29<sup>th</sup> October 2020. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand passed under remote e-voting with requisite majority. I further report that the Chairman of the meeting, Mr. K. M. Poddar may declare and confirm the above results of voting latest by 07<sup>th</sup> November 2020 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register electronically in respect of details of vote cast through remote e voting and details of vote cast also through remote e voting during the course of AGM by the attending members and will be handed over to the Company Secretary of the Company for safe keeping.

**(Note: Remote e -voting term mentioned in my above report means the vote cast electronically during the tenure of 3 days e voting period provided before the AGM and vote cast electronically during the course of Annual General Meeting.)**

Thanking You,

Yours faithfully,

**FOR DROLIA & COMPANY**

(Company Secretaries)

PRAVIN  
KUMAR  
DROLIA

Digitally signed  
by PRAVIN  
KUMAR DROLIA  
Date: 2020.11.06  
10:29:49 +05'30'

Proprietor

F.C.S No.2366, CP 1362

UDIN: F002366B001168476

Place: Kolkata

Date: 06<sup>th</sup> November 2020

## Consolidated Scrutinizer(s) Report of remote e -voting on the resolutions passed at the 36th Annual General Meeting of Ceeta Industries Ltd held on 05/11/2020 at 1.00 P.M.

Total No. of Shareholder as on record date i.e. 29th October , 2020 = 20,385  
 Total No. of paid up Shares as on 29th October, 2020 = 14,502,398

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			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	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid votes	No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Consider and adopt the audited financial statements for the financial year ended on 31st March 2020 and the reports of the Board of Directors and Auditors thereon.(passed as an ordinary resolution)	Remote E-Voting	26	10528633	26	10528633	100.00	0	0	0.00	26	10528633	100.00	0	0	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>26</b>	<b>10528633</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
2	Appointment of a Director in place of Mrs. Uma Poddar (DIN 07140013), who retires by rotation and being eligible, offers herself for re-appointment.. (passed as an ordinary resolution)	Remote E-Voting	26	10528633	26	10528633	100.00	0	0	0.00	26	10528633	100.00	0	0	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>26</b>	<b>10528633</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
3	Entering into the business of distillation of the essential oils as mentioned in the clause 33 of the other objects of the Memorandum of Association of the Company. (passed as a special resolution)	Remote E-Voting	26	10528633	26	10528633	100.00	0	0	0.00	26	10528633	100.00	0	0	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>26</b>	<b>10528633</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
4	For making loans or for giving guarantees or providing securities to body corporate 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.30 crores (Rupees Thirty Crores only), in one or more tranches. (passed as a special resolution)	Remote E-Voting	26	10528633	26	10528633	0.00	0	0	0.00	26	10528633	0.00	0	0	0.00	0	0
		E-voting during AGM	0	0	0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>26</b>	<b>10528633</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>26</b>	<b>10528633</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

**FOR DROLIA & COMPANY**  
 (Company Secretaries)

PRAVIN  
 KUMAR  
 DROLIA  
 Proprietor  
 F.C.S No.2366, CP 1362  
 UDIN: F0023668001168476  
 Place: Kolkata  
 Date: 6th November , 2020

Digitally signed by  
 PRAVIN KUMAR DROLIA  
 Date: 2020.11.06  
 10:48:57 +05'30'