



SANDIP KUMAR KEJRIWAL FCS

Company Secretaries, Insolvency Professional

Trained Mediator (Mediation & Conciliation Committee, High Court, Calcutta)

FORM NO. MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman

Extra Ordinary General Meeting ("EGM") of the Members of EmamiFrank Ross Limited (CIN: U24232WB1919PLC003123) held on 04.11.2025 at 12.00 P.M (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting & e-voting conducted at the Extra Ordinary General Meeting ("EGM") pursuant the Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of EGM held on 04.11.2025.

I, Sandip Kumar Kejriwal, Practicing Company Secretary, appointed as Scrutinizer by Board of Directors of EmamiFrank Ross Limited (the Company) for the purpose of scrutinizing the remote e-voting process and e-voting at EGM, pursuant to provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with applicable Rules of the Companies (Management and Administration) Rules, 2014, applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by ICSI read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated 28.12.2022, and General Circular No. 09/2024 dated 19.09.2024 and other applicable Circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI Circular No.



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SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020;
SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No.
SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, respectively issued by the
Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as
"Circulars") and other applicable laws and regulations, if any (including any statutory
modification(s) or re-enactment(s) thereof for the time being in force) that the following
items of businesses appended below are proposed to be passed by the Members of
Emami Frank Ross Limited (the "Company") through voting by electronic means ("Remote
e-voting") & e-voting conducted at the EGM, do hereby submit my report as follows:

- a) The Notice of the Extra Ordinary General Meeting of Company dated 10.10.2025 along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, were sent to those Members of the Company through email whose email addresses were registered with the Depositories/RTA.
- b) In terms of the abovementioned Circulars the EGM was held through VC/OAVM and hence the physical attendance of the Members and the appointment of proxies by the Members have been dispensed with.
- c) The Company provided e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its equity shareholders for Remote-E-voting and E-voting at the day of the Extra Ordinary General Meeting.
- d) The Members holding shares, either in physical or dematerialized form as on the cut-off date i.e., 25.10.2025 were entitled to vote on the proposed resolutions.
- e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration)



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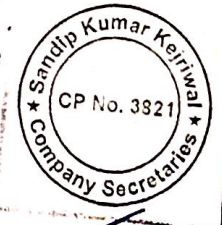
Rules 2014, as amended, the voting period for remote e-voting commenced on 01.11.2025 at 10.00 A.M. (IST) and ended on 03.11.2025 at 5.00 P.M. (IST)

- f) After conclusion of the Extra Ordinary General Meeting, the votes cast through e-voting were unblocked in the presence of Ms Divya and Ms Sukanya who acted as witness in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014.
- g) Thereafter, the details containing, *inter-alia*, list of the Members (Equity Share holder), who voted "For" or "Against" on each of the resolution(s) that were put to vote, were derived from the report generated from e-voting website of CDSL, www.evotinindia.com in respect of e-voting.

The MCA and SEBI vide its respective circulars has allowed companies to convene General Meeting of members through VC / OAVM facility. Voting by means of poll at the EGM by filing of physical ballot papers is therefore dispensed with as no physical EGM is convened. Members who have not voted during the remote e-voting period but attending the EGM, were allowed to cast their vote by e-voting conducted at the EGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the EGM.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under in relation to Remote e-voting & e-voting conducted at the EGM by the shareholders on the resolutions proposed in the said Notice of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting are conducted in a fair and transparent manner and render Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.

I now submit my report as under on the result of the e-voting by Equity Shareholders:-



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SPECIAL BUSINESS:

Item No. 1-As a Ordinary Resolution:

**APPROVAL FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND
CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION**

	Voting through Remote e-voting		E-Voting during Extra Ordinary General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	25	3338085	9	9	34	3338094	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	25	3338085	9	9	34	3338094	100



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Item No. 2- As a Ordinary Resolution:

APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

	Voting through Remote e-voting		E-Voting during Extra Ordinary General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	25	3338085	9	9	34	3338094	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	25	3338085	9	9	34	3338094	100



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Item No. 3- As a Special Resolution:

**APPROVAL OF REVISED TERMS AND CONDITIONS OF ZERO COUPON UNSECURED
OPTIONALLY CONVERTIBLE DEBENTURES (OCDS)**

	Voting through Remote e-voting		E-Voting during Extra Ordinary General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	25	3338085	9	9	34	3338094	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	25	3338085	9	9	34	3338094	100

My aforesaid Report of the votes cast "in favour" or "against" the resolutions (and there is no invalid votes) based on the report generated from the e-voting system provided by Central Depository services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

Based on the aforesaid results, the resolution nos as contained in the Notice have been passed with requisite majority.

Thanking You.

Yours Sincerely,

FCS Sandip Kumar Kejriwal

[C.P No.-3821][FCS No.-5152]

Scrutinizer for E-voting

Date: 05.11.2025; UDIN: F005152G001770773

