



**SANDIP KUMAR KEJRIWAL FCS**

Company Secretaries, Insolvency Professional

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

## CONSOLIDATED 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 amend]

To,

The Chairman of Extra Ordinary General Meeting (EGM) of Members of **Emami Frank Ross Limited** (CIN: U24232WB1919PLC003123) held on 31.01.2023 at 11.00 A.M. at the registered office of the Company at 7, Jawaharlal Nehru Road, Kolkata – 700 013.

Dear Sir,

I, **Sandip Kumar Kejriwal**, Practicing Company Secretary, appointed by Board of Directors of **Emami Frank Ross Limited (the Company)** for the purpose of scrutinizing the process of voting through remote e-voting and electronic voting at the Extra Ordinary General Meeting pursuant to provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 08.04.2020, 13.04.2020, 05.05.2020 and other circulars respectively issued by the Ministry of Corporate Affairs time to time (collectively referred as the "MCA Circulars") and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and other circulars issued time to time and Secretarial Standards on General Meetings, in respect of the below-mentioned resolutions at the Extra Ordinary General Meeting ("EGM") of the Company held on 31.01.2023 at 11.00 A.M. through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM") through video conferencing the Company conducted meeting from registered office of the Company at 7, Jawaharlal Nehru Road, Kolkata – 700 013, do hereby submit my report as follows:

- a) The Notice dated 31.12.2022 convening the Extra Ordinary General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent to the Members of the Company electronically whose email address were registered with the Company/Depository/RTA.
- b) Since this Extra Ordinary General Meeting ("EGM") was held pursuant to the aforesaid MCA circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly in terms of above mentioned MCA and SEBI Circulars, the facility for appointment of proxies were also dispensed with.
- c) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") to its shareholders. The Company has also provided electronic voting facility (offered by CDSL) to its shareholders at the Extra Ordinary General Meeting to the shareholders who did not cast their votes through remote e-voting.



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d) The Members holding shares either in physical or dematerialised form, as on the cut-off date i.e., 24.01.2023 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 Rule 20 of Companies (Management and Administration) Rules 2014, as amended, the voting period for remote e-voting commenced on 27.01.2023, from 10:00 a.m. and ends on 30.1.2023 5:00 p.m. (IST).

f) The Members present at the meeting exercised their voting rights electronically at the Extra Ordinary General Meeting as stated above.

g) After conclusion of the voting at the Extra Ordinary General Meeting, the votes cast electronically at the meeting were counted first, and thereafter the votes cast through remote e-voting were unblocked in the presence of Mr. Prabir Kayal and Ms. Sukanya who acted as witness in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014.

h) Thereafter, the details containing inter alia, list of the Members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-voting and electronic voting during EGM were derived from the report generated from the e-voting website of CDSL in respect of e-voting.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to remote e-voting and electronic voting by the shareholders on the resolutions proposed in the Notice of Extra Ordinary General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic voting are conducted in a fair and transparent manner and render Consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and electronic voting conducted at the meeting:-







**Item No. 1-**

**SPECIAL BUSINESS-SPECIAL RESOLUTION**  
**Alteration of Articles of Association of the Company**

Particulars	Number of Votes (Shares) cast through remote e- voting (1)	Number of Votes (Shares) cast through e-voting during EGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	18,01,312	2	18,01,314	100
2) Voting against the resolution	-	-	-	-
<b>TOTAL</b>	18,01,312	2	18,01,314	100
3) Invalid Votes	-	-	-	-





**Item No. 2-**

**SPECIAL BUSINESS- SPECIAL RESOLUTION**

**RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF  
MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Particulars	Number of Votes (Shares) cast through remote e- voting (1)	Number of Votes (Shares) cast through e-voting during EGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	18,01,312	2	18,01,314	100
2) Voting against the resolution	-	-	-	-
<b>TOTAL</b>	18,01,312	2	18,01,314	100
3) Invalid Votes		-		-





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**Item No. 3-**

**SPECIAL BUSINESS-SPECIAL RESOLUTION**

**OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS**

Particulars	Number of Votes (Shares) cast through remote e- voting (1)	Number of Votes (Shares) cast through e-voting during EGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	18,01,312	2	18,01,314	100
2) Voting against the resolution	-	-	-	-
<b>TOTAL</b>	18,01,312	2	18,01,314	100
3) Invalid Votes	-	-	-	-





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**Item No. 4-**

**SPECIAL BUSINESS-SPECIAL RESOLUTION**

**ISSUE OF UNSECURED OPTIONALLY CONVERTIBLE DEBENTURE**

Particulars	Number of Votes (Shares) cast through remote e- voting (1)	Number of Votes (Shares) cast through e-voting during EGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	18,01,312	2	18,01,314	100
2) Voting against the resolution	-	-	-	-
<b>TOTAL</b>	18,01,312	2	18,01,314	100
3) Invalid Votes	-	-	-	-





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Based on the aforesaid results, the resolution number(s) 1 to 4, as contained in the Notice have been passed with requisite majority.

All relevant records of electronic voting will remain in our safe custody, until the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting of the Company and the same shall be handed over thereafter to the Chairman/ Company secretary for safe keeping.

Thanking You

Yours Sincerely,



FCS Sandip Kumar Kejriwal

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

Scrutinizer for E-voting

Place: Kolkata,

Date: 01.02.2023

UDIN: F005152D003089387