



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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SCRUTINIZER'S REPORT

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

| | |
|---------------------|-----------------------------------------------------------------|
| Name of the Company | DDEV PLASTIKS INDUSTRIES LIMITED |
| Meeting | 02 nd Annual General Meeting |
| Date & Time | Thursday, 29 th day of September, 2022 at 11.30 a.m. |
| Venue | Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 |

To
The Chairman,
02nd Annual General Meeting
DDEV PLASTIKS INDUSTRIES LIMITED
2B, Pretoria Street,
Kolkata – 700 071

1. APPOINTMENT AS SCRUTINIZER:

I, Ashok Kumar Daga was appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the 02nd Annual General Meeting (AGM or 'meeting') of the **DDEV PLASTIKS INDUSTRIES LIMITED** (herein after referred to as the Company) held on Thursday, 29th day of September, 2022 at 11.30 a.m at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071

2. DISPATCH OF NOTICE CONVENING THE MEETING:

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the Registrar and Share Transfer of Agents (RTA) and the depositories viz; **NATIONAL SECURITIES DEPOSITORY LIMITED ('NSDL')**, and **Central Depository Services (India) Limited ('CDSL')**, the Company completed dispatch of the Notice of the AGM;

Through Registered Post 583 MEMBERS (INCLUDES 3 FOREIGN NATIONALS)
Through Email 7604 MEMBERS (BY NSDL)



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3. CUT-OFF DATE:

The Voting rights were reckoned as on 22nd September, 2022 being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and voting at the meeting.

4. REMOTE E-VOTING:

4.1 AGENCY:

The Company had appointed NSDL as the agency for providing the remote e-voting platform.

4.2 REMOTE E-VOTING:

Remote e-voting platform was open from 9.00 a.m. on Monday, 26th September 2022, to 05.00 p.m. Wednesday, 28th September, 2022 and members were required to cast their vote electronically conveying their assent or dissent in respect of the Resolutions, on the remote E-voting platform provided by NSDL.

5. VOTING AT THE AGM:

5.1 It is prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, that for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of the general meeting, to only such details relating to members who have cast their vote through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL the e-voting agency provided us with the names, DP Id / folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company had provided facility of Ballot voting at the venue of the meeting to those members who had not cast their vote through remote e-voting. Members present in the meeting had opted for the Ballot voting process.



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6. COUNTING PROCESS:

6.1 On Completion of voting at the meeting, NSDL provided us with the List of Members who had cast their votes, with their holding details and details of the Vote on each of the Resolutions.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 I unblocked the e-voting results on the NSDL E- voting platform and downloaded the E-voting results.

7. RESULTS:

7.1 I observed that

- i 28 Members present in the meeting have casted their votes through the Ballot- voting facility provided at the meeting.
- ii 118 members had cast their votes through remote e- voting.

7.2 The Consolidated Results with respect to each item on the agenda set out in the Notice of AGM dated 28th May, 2022 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions & Special Resolutions contained in Item No. 1 to Item No. 12 have been passed with the requisite majority.

7.4 Soft copy of the details of e-voting of members who have cast their vote through remote e-voting on each resolutions, will be emailed to company after the announcement of Results.



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Item No.1:-

To receive, consider and adopt the Audited Balance Sheets as at 31st March, 2022 and the Statements of Profit & Loss Accounts and Cash Flow Statements for the year ended as on that date and the Reports of the Directors and Auditors thereon.

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 115 | 28 | 143 | 83805183 | 202 | 83805385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 118 | 28 | 146 | 83805234 | 202 | 83805436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.2

To declare dividend of Rs. 0.24p per Equity Share of face value Re. 1/- each (i.e @ 24%) for the Financial Year ended 31st March, 2022.

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 28th May, 2022 has been passed with requisite majority.



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Item No.3

To appoint a Director in place of Mr. Rajesh Kothari (DIN 02168932), who retires by rotation and being eligible, offers himself for re-appointment.

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.4

Approval of Remuneration of the Cost Auditor for the Financial Year ending on 31st March, 2023

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the remuneration of Rs.30000/- plus taxes, as applicable, and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., Practicing Cost Accountant, who are appointed as Cost Auditors of the Company, as recommended by the Audit Committee of the Board and also approved by the Board of Directors of the Company, at their respective meetings held on 28th May, 2022 to conduct Audit of the cost accounting records pertaining to plastic compounds and other related manufacturing items of the Company for the year ending 31st March, 2023.



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RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.5

Determination of fees to be Charged for Service of documents to members through any particular mode.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules of Companies (Incorporation) Rules, 2014 and any other relevant rules prescribed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, whereby a document may be served on any shareholder by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members of the Company be and is hereby accorded to charge such fees in advance equivalent to the estimated actual expenses of delivery of the documents or as are set out in the statement annexed hereto, for service of documents through a particular mode, pursuant to any request made by the shareholder for delivery of such documents to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company, at least 7 days in advance of dispatch of documents by the Company to the shareholder and that no such request shall be entertained by the Company post the dispatch of such document to the shareholder.



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RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 113 | 28 | 141 | 83803683 | 202 | 83803885 | 100 | 89.08 |
| DISSENT | 4 | 0 | 4 | 551 | 0 | 551 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.6

Appointment of Mrs. Ramya Hariharan (DIN 06928511) as Director and also as Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mrs. Ramya Hariharan (DIN 06928511), who was appointed by the Board of Directors as an Additional Director under the category of Independent Director of the Company with effect from 28th March, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 106 and Article 107 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act, signifying his intention to propose the candidature of Mrs. Ramya Hariharan (DIN 06928511) for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as



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amended from time to time and relevant Articles of the Articles of Association, Mrs. Ramya Hariharan (DIN 06928511), who has submitted a declaration pursuant to Section 149 (7) of the Act that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|-------|------------------------------|-----------------|----------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 6 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.7

Appointment of Mrs. Mamta Binani (DIN 00462925) as Director and also as Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mrs. Mamta Binani (DIN 00462925), who was appointed by the Board of Directors as an Additional Director under the category of Independent Director of the Company with effect from 28th March, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 106 and Article 107 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act, signifying his intention to propose the candidature of Mrs. Mamta Binani (DIN 00462925) for the office of Director, be and is hereby appointed as a Director of the Company.



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RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and relevant Articles of the Articles of Association, Mrs. Mamta Binani (DIN 00462925), who has submitted a declaration pursuant to Section 149 (7) of the Act that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of directors by rotation.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 7 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.8

Appointment of Mr. Samir Kumar Dutta (DIN 07824452) as Director and also as Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** Mr. Samir Kumar Dutta (DIN 07824452), who was appointed by the Board of Directors as an Additional Director under the category of Independent Director of the Company with effect from 28th March, 2022, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 106 and Article 107 of the Articles of Association of the Company, who holds office up to the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act, signifying his intention to



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propose the candidature of Mr. Samir Kumar Dutta (DIN 07824452) for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and relevant Articles of the Articles of Association, Mr. Samir Kumar Dutta (DIN 07824452), who has submitted a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from 28.03.2022, whose period of office shall not be liable to determination by retirement of Directors by rotation and further approval is accorded to his continuation as Non-Executive Independent Director of the Company from said date.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|-------|------------------------------|-----------------|----------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Special Resolution Contained in Item no. 8 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.9

Appointment of Mr. Ddev Surana (DIN: 08357094) as Whole Time Director of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 and 203 and other applicable provisions if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and all other applicable guidelines relating to managerial



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remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per relevant Articles of the Articles of Association, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Ddev Surana (DIN – 08357094) as Whole-Time-Director of the Company, for a period of 5 (Five) years with effect from 28th March, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Ddev Surana (DIN – 08357094), subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Ddev Surana (DIN – 08357094) shall be within the limits set out in section 197 of the Companies Act, 2013 read with Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 99.07 | 88.26 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0.93 | 0.82 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Special Resolution Contained in Item no. 9 of the Notice dated 28th May, 2022 has been passed with requisite majority.



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Item No.10

Appointment of Mr. Rajesh Kothari (DIN: 02168932) as Whole Time Director of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 196,197,198 and 203 and other applicable provisions if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per relevant Articles of the Articles of Association, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Rajesh Kothari (DIN – 02168932) as Whole-Time-Director of the Company, for a period of 5 (Five) years with effect from 28th March, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Rajesh Kothari (DIN – 02168932), subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Rajesh Kothari (DIN – 02168932) shall be within the limits set out in section 197 of the Companies Act, 2013 read with Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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KOLKATA - 700055
Phone : +91 33 32916865
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E-mail : daga.ashok@gmail.com

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 113 | 28 | 141 | 83804181 | 202 | 83804383 | 100 | 89.08 |
| DISSENT | 4 | 0 | 4 | 53 | 0 | 53 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Special Resolution Contained in Item no. 10 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Item No.11

Appointment of Mr. Narrindra Suranna (DIN: 00060127) as Director and also as Chairman and Managing Director of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** Mr. Narrindra Suranna (DIN 00060127), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th March, 2022, at its meeting held on 28th March, 2022 and under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 106 and Article 107 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Narrindra Suranna (DIN 00060127) for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196,197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per relevant Articles of the Articles of Association, consent of the members of the company be and is hereby accorded to the appointment of Narrindra Suranna (DIN 00060127) as Chairman and Managing Director of



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Practising Company Secretary

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the Company, for a period of 5 (Five) years with effect from 28th March, 2022, upon the terms and conditions as are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration, from time to time, as may be agreed to by the Board and Narrindra Suranna (DIN 00060127), subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Narrindra Suranna (DIN 00060127)) shall be within the limits set out in section 197 of the Companies Act, 2013 read with Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this special resolution.”

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|------------|------------------------------|-----------------|-----------------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804385 | 99.07 | 88.26 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0.93 | 0.82 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804436 | 100 | 89.08 |

Based on aforesaid Results, Special Resolution Contained in Item no. 11 of the Notice dated 28th May, 2022 has been passed with requisite majority.



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Item No.12

Place of keeping and inspection of Registers, Returns etc.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014 and other relevant rules made there under (including any amendment thereto or enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to keep, maintain and preserve the Register of Members, Index of Members, Registers required to be maintained under Section 88 of the Companies Act, 2013 and rules made there under, copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other register/ documents as may be required and permitted, at the office of the Registrar and Share Transfer Agent of the Company viz. C B Management Services Private Limited situated at P-22, Bondel Road, Kolkata - 700019 or any other its office within the local limits of the Registered Office of the Company, as may be decided by the Board of Directors, instead of the keeping, maintaining and preserving the same at Registered Office of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto including to sign and submit such documents or forms or intimation, etc. and to do all such acts, deeds, matters and things as it may, in its sole discretion deem necessary, proper, desirable to give effect to this resolution.

| | NUMBER OF MEMBERS | | | NUMBER OF VOTES CONTAINED IN | | | %AGE | |
|---------|-------------------|-----------------|-------|------------------------------|-----------------|----------|-------------------------|----------------------------------|
| | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | REMOTE E-VOTING | E-VOTING AT AGM | TOTAL | % OF TOTAL VOTES CASTED | % OF TOTAL NO. OF PAID UP SHARES |
| ASSENT | 114 | 28 | 142 | 83804183 | 202 | 83804405 | 100 | 89.08 |
| DISSENT | 3 | 0 | 3 | 51 | 0 | 51 | 0 | 0 |
| INVALID | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL | 117 | 28 | 145 | 83804234 | 202 | 83804456 | 100 | 89.08 |



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Based on aforesaid Results, Special Resolution Contained in Item no. 12 of the Notice dated 28th May, 2022 has been passed with requisite majority.

Thanking you,
Yours faithfully,

ASHOK
KUMAR
DAGA

Digitally signed by
ASHOK KUMAR
DAGA
Date: 2022.09.29
18:53:55 +05'30'

PLACE- KOLKATA

DATE- 29.09.2022

UDIN: F002699D001081469

**ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)
MEMBERSHIP NO. 2699
COP NO. 2948**