

CS PRAVIN KUMAR DROLIA
DROLIA & COMPANY
(Company Secretary in whole time practice)
Block D, 2nd Floor, 13, Selimpur Road, Kolkata - 700031
Mobile: 9831196869; Email: droliapravin12@gmail.com

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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
48th ANNUAL GENERAL MEETING,
of Kabirdas Investments Limited,
Azimganj House, 7, Camac Street,
5th floor, Unit No 3B, Kolkata 700017.

Dear Sir,

Sub: Scrutinizer's report on consolidated remote e-voting conducted on resolutions mentioned in the notice dated 30th May' 2022 of 48th Annual General Meeting of Kabirdas Investments Limited held through **video conferencing (VC)/other audio-visual means (OAVM)** on Thursday 8th September, 2022 at 3.00 P.M

1. I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) (Company Secretary in whole time practice of Kolkata) was appointed as the Scrutinizer, by the Board of Directors of your Company in their meeting held on 30th May, 2022 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendments 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 on the following resolutions mentioned in the notice of AGM as aforesaid passed by the Members through **video conferencing (VC)/other audio-visual means (OAVM)** on Thursday, 8th September, 2022 at 3.00 P.M in a fair and transparent manner.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the year ended 31st March'2022 together with the Reports of the Directors and Auditors thereon.
2.	Ordinary Resolution	To appoint a Director in place of Ms Nupur Mehta (holding DIN: 08687047), who retire by rotation and being eligible offer herself for re -appointment.
3.	Ordinary Resolution	To ratify the appointment of M/s Ray & Co (Chartered Accountants) FRN: 313124E of Kolkata as an Auditors of the Company upto conclusion of 52 nd AGM and fix their remuneration
4	Ordinary Resolution	To Appoint Mr Zubin Dipak Mehta (Din: 06558255) as a Director of the Company, who was appointed as an additional Director on 30 th May '2022
5	Ordinary Resolution	To appoint Mr Zubin Dipak Mehta (Din: 06558255) as Managing Director not liable to retire by rotation for a period of five years with effect from 1 st June'2022 on a remuneration approved by the NRC in their meeting held on 30 th May'2022

1.1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 , MCA Circulars , SEBI Circulars and rules relating to the passing of resolutions set out in notice of AGM .In view of the continuing COVID 19 pandemic , social distancing is a norm to be followed and Ministry of Corporate Affairs (MCA) has vide its circular dated May 05, 2022 read with circulars dated December 14, 2021 , January 13, 2021, 8th April 2020, 13 April 2020 and 5 May 2020 (collectively referred to as MCA circulars) and Securities and Exchange Board of India (SEBI) vide its circular Nos: SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12,2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as SEBI Circulars) permitting the holding of Annual General meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM) without the 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 resolutions mentioned in the said notice by the Members after taking the effect of "invalid" and "abstained" votes in respect of the resolutions set forth in the notice of the said AGM of the Company. The deemed venue for the AGM shall be the Registered Office of the Company.

2. I submit my report as under:
- 2.1. As per information provided by the Management, CDSL (service provider of e voting platform) on behalf of the Company had completed the dispatch of notice of AGM inter-alia containing User ID, password and Annual Report along with other information for the financial year 2021-2022 through electronic mode only by 17th August, 2022 to those Members whose names were appeared in the Register of Members/List of beneficiaries with e mail addresses as on 22nd July'2022 being the cut-off date for dispatch of notice in terms of MCA Circulars. Voting rights shall be reckoned on the fully paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the cut- off date i. e. on 01/09/2022. One share held is equal to one vote.
- 2.2. The Members holding shares in physical mode or not having email ID registered with Registrar & Share Transfer Agent were given 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. Regarding this, Company through public notices published on 28th July'2022 in "Business Standard, Kolkata" (English Edition) and "Duranta Barta, Kolkata" (Bengali Edition) informing the Members about update their credentials with Company and RTA for getting Annual Report and other details regarding e voting through email as per mca circulars. Further Company also through public notices published for post-dispatch of AGM notice on 19th August'2022 in "Business Standard, Kolkata" (English Edition) and "Duranta Barta, Kolkata" (Bengali 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 as per mca circulars.
- 2.3. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 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 had fixed 1st September' 2022 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided remote electronic voting facility through CDSL platform to the Shareholders during the course of the Annual General Meeting also, 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, 5th September, 2022 from 09:00 A.M. (IST) and concluded on Wednesday, 7th September,2022 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 1st September, 2022 fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM only electronically. As a scrutinizer, I had access after closure of period of remote e-voting and before start of the AGM, to only such details relating to Members who have cast their votes through remote e-voting such as their names, DPID, Client ID/Folios, number of shares held but not the manner in which they have voted to ensure that Members who have cast their vote through remote e-voting do not vote again during the course of AGM.
- 2.5. At the meeting of the Board of Directors of the Company held on 30th May, 2022 Ms. Nikita Somani, Company Secretary and Compliance Officer, was made responsible for conducting the entire e- voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.

- 2.6. The votes cast through remote e-voting facility were unblocked by me on 08/09/2022 after the conclusion of AGM in the presence of two (2) witnesses, Mr Naveen Saraf and Anirudh Saraf both of 58/14, Prince Anwar Shah Road, Kolkata 700045 who were not in the employment of the Company. The votes cast by the Shareholders before AGM were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website. The details of vote cast by the attending Members during the course of AGM were also provided by CDSL
- 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, in respect of resolutions set out in the notice 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 and vote cast during the course of AGM .
- 2.8. The result of consolidated voting on the resolutions is as per “Annexure - A” attached herewith.

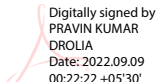
RESULTS:

There are 3764 numbers of eligible Members holding total 3957170 no(s) of Equity Shares, who are entitled to vote electronically as on cut-off date i.e. 1st September, 2022. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand passed with requisite majority and hence passed as on the date of Annual General Meeting. The chairman of AGM, Mr. Zubin Dipak Mehta, Managing Director, is to declare and confirm the above results of voting (remote e-voting) at the registered office of the Company, not later than 10th September'2022 in respect of the resolutions referred hereinabove.

I hereby confirmed that I will hand over all relevant records relating to remote e-voting to the Company secretary and compliance officer of the Company for safe keeping after declaration of result.

Thanking You,
Yours faithfully,

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(Pravin Kumar Drolia)
Company Secretary in whole time practice,
F.C.S No.2366, CP 1362,
UDIN: F002366D000945902
P.R. Unit regn no: 1928/2022,
Date: 9th September, 2022.

Detail report of consolidated remote e-voting on the resolutions passed at the virtual 48th Annual General Meeting of Kabirdas Investments Ltd held on 08/09/2022 at 3.00 P.M.

Total No. of Shareholder as on record date i.e. 1st September , 2022 = 3,764
 Total No. of fully paid up shares as on 1st September , 2022 = 39,57,170

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	Approval and adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and reports of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and Auditors' Report thereon.(passed as an ordinary resolution)	Remote E-Voting	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	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
		TOTAL	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	100.00	0	0	0.00	0	0
2	Appointment of Ms Nupur Mehta (holding DIN: 08687047) as a Director liable to retire by rotation .. (passed as an ordinary resolution)	Remote E-Voting	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	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
		TOTAL	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	100.00	0	0	0.00	0	0
3	Ratification of the appointment of M/s Ray & Co (Chartered Accountants) FRN: 313124E of Kolkata as an Auditors of the Company upto conclusion of 52nd AGM and fix their remuneration (passed as an ordinary resolution)	Remote E-Voting	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	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
		TOTAL	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	100.00	0	0	0.00	0	0
4	Appointment of Mr Zubin Dipak Mehta (Din: 06558255) as a Director of the Company, who was appointed as an additional Director on 30th May '2022 (passed as an ordinary resolution)	Remote E-Voting	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	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
		TOTAL	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	100.00	0	0	0.00	0	0

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5	Appointment of Mr Zubin Dipak Mehta (Din: 06558255) as Managing Director of the Company for a period of five years w.e.f 1st June 2022 on a remuneration fixed by Nomination & Remuneration Committee (passed as an ordinary resolution)	Remote E-Voting	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	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
		TOTAL	4	1750784	4	1750784	100.00	0	0	0.00	4	1750784	100.00	0	0	0.00	0	0

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(Pravin Kumar Drolia)
Company Secretary in whole time practice,
F.C.S No.2366, C P 1362
UDIN: F002366CD000945902, dated 09/09/2022
Peer Review Unit Regn No: 1928/2022.

1 sd/- witness
Naveen Saraf
58/35, Prince anwar Saha Road,
Kolkata 700045

2 sd/- witness
Anirudh Saraf
58/35, Prince anwar Saha Road,
Kolkata 700045