

CS ANISH SHAH

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Scrutinizer's Report

(Pursuant to rule Section 108 of the Companies Act, 2013 and rule 20, 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of Annual General Meeting of the Members of **M/S VIKRAM THERMO (INDIA) LIMITED** held on Friday, 22nd September, 2023 AT 11.00 A.M. through Video Conference(VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

I, **MR. ANISH SHAH**, Proprietor of **M/S. A. SHAH & ASSOCIATES**, Practicing Company Secretaries appointed as a scrutinizer by the Board of Directors of **M/S VIKRAM THERMO (INDIA) LIMITED** for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2014 (Rules) & 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice of 29th Annual General Meeting of members of the company held on Friday, 22nd September, 2023 at 11.00 A.M. through Video Conference(VC)/ Other Audio Visual Means (OAVM).

In pursuant to the circular of Ministry of Corporate Affairs The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and Circular No. 10/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 read with SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated 5th January 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of an Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company was held through VC/ OAVM.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company

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had uploaded all the items of the business to be transacted on the website of the Company and NSDL to facilitate Shareholders to cast their vote through evoting.

In conformity with the applicable regulatory requirements, The Notice of this AGM and Annual Report has been sent through electronic mode to those shareholders who have registered their e-mail id with the Company or with Depositories. As prescribed in clause (v) of sub rule 4 of revised Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement for Intimation of AGM, book closure and e voting.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and voting at AGM on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for voting at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

I hereby issue consolidated scrutinizer's report dated 22nd September, 2023 as requested by the Management on results of remote e-voting together with that of voting at AGM on the resolutions contained in the notice of the AGM, as under:-

1. The E-voting period commenced on "Tuesday, 19th September, 2023 (9.00am) and ends on Thursday, 21st September, 2023 (5.00pm)".
2. The shareholders holding shares as on the cutoff date i.e 15TH September, 2023 were entitled to vote on the proposed resolution as set out in the Notice of 29th Annual General Meeting.
3. The votes on remote e-voting were unblocked after the conclusion of voting in the presence of two witness who are not in employment of the company and the votes were downloaded from e-voting website and the same are being handed over to the Chairman.
4. The total votes cast in favour or against all the resolution proposed in the Notice of the AGM are as under:

Resolution No. 1- Adoption of audited financial Statements of the company including its Auditor Report and Directors Report thereon for the financial year ended on 31st March, 2023.(Ordinary Resolution)

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	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members Who voted	Number of shares for which votes cast	% of number of valid votes cast	Total Number of members who voted	Total Number of shares for which votes cast	% of total number of valid votes cast
Voted in favour of the resolution	96	20624867	99.99 %	0	0	0	96	20624867	99.99 %
Voted against the resolution	1	25	0.001 %	0	0	0	1	25	0.001 %
Invalid Votes	0	0	0	0	0	0	0	0	0

Resolution No. 2- Declaration of Dividend on equity shares (Ordinary Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members Who voted	Number of shares for which votes cast	% of number of valid votes cast	Total Number of members who voted	Total Number of shares for which votes cast	% of total number of valid votes cast
Voted in favour of the resolution	97	20624892	100%	0	0	0	97	20624892	100%
Voted against the resolution	0	0	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0	0	0

Resolution No. 3- Re-appointment of Mr. ANKUR DHIRAJLAL PATEL, (DIN:07395218), Whole Time Director of the Company who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment. (Ordinary Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast

Voted in favour of the resolution	94	13537462	100%	0	0	0	94	13537462	100%
Voted against the resolution	0	0	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0	0	0

Resolution No. 4-Reappointment Of Mr. Dhirajlal Patel, Managing Director of the Company for a period of Five Years (Ordinary Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast
Voted in favour of the resolution	93	13537437	99.99%	0	0	0	93	13537437	99.99%
Voted against the resolution	1	25	0.002%	0	0	0	1	25	0.002%
Invalid Votes	0	0	0	0	0	0	0	0	0

Resolution No. 5-Increase in Remuneration of Mr. Dhirajlal Patel, Managing Director of the Company as per Schedule- V of the Companies Act, 2013 from Rs 5,00,000 to Rs. 5,50,000 per month w.e.f 1st April, 2023 (Special Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast
Voted in favour of the resolution	91	13537289	99.99%	0	0	0	91	13537289	99.99%
Voted against the resolution	3	173	0.001%	0	0	0	3	173	0.001%
Invalid Votes	0	0	0	0	0	0	0	0	0

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Resolution No. 6- Increase in Remuneration of Mr. Ankur Patel, Whole Time Director of the Company as per Schedule- V of the Companies Act, 2013 from Rs 2,00,000 to Rs. 2,20,000 per month w.e.f 1st April, 2023. (Special Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast
Voted in favour of the resolution	91	13537289	99.99%	0	0	0	91	13537289	99.99%
Voted against the resolution	3	173	0.001%	0	0	0	3	173	0.001%
Invalid Votes	0	0	0	0	0	0	0	0	0

Resolution No. 7-Increase in Remuneration of Mr. Dinesh Patel, Whole Time Director of the Company as per Schedule- V of the Companies Act, 2013 from Rs 2,00,000 to Rs. 2,20,000 per month w.e.f 1st April, 2023. (Special Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast
Voted in favour of the resolution	92	19458907	99.99%	0	0	0	92	19458907	99.99%
Voted against the resolution	2	160	0.0008 %	0	0	0	2	160	0.0008%
Invalid Votes	0	0	0	0	0	0	0	0	0

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Resolution No. 8-Reappointment of Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403), as a Non-Executive Independent Director of the Company for Five Financial Years. (Special Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast
Voted in favour of the resolution	97	20624892	100%	0	0	0	97	20624892	100%
Voted against the resolution	0	0	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0	0	0

Resolution No. 9- Ratification of payment of remuneration to M/S. V. H. Shah & Co., Cost Accountants (Registration No. 100257) as a Cost Auditor of the Company for the financial year 2023-24(Ordinary Resolution)

	<u>Remote e-voting</u>			<u>Voting at AGM</u>			<u>Consolidated Voting results</u>		
	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast	Number of members who voted	Number of shares for which votes cast	% of number of valid votes cast
Voted in favour of the resolution	97	20624892	100%	0	0	0	97	20624892	100%
Voted against the resolution	0	0	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0	0	0

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All the resolutions shall stand passed under remote e-voting and e voting at AGM combined with the requisite majority.

The electronic data containing records of remote e-voting and e-voting at the 29THAGM by the members have been handed over to the Company for safe keeping.

PLACE: AHMEDABAD

DATE: 22/09/2023

**FOR, M/S. A.SHAH & ASSOCIATES,
PRACTISING COMPANY SECRETARIES**

MR. ANISH B. SHAH

PROPRIETOR

FCS NO: 4713

COP NO. : 6560

PR NO. :725/2020

(UDIN: F004713E001063804)

Countersigned by Managing Director

MR. DHIRAJBHAI PATEL

CHAIRMAN

(DIN: 00044350)