#### **A.SHAH & ASSOCIATES** PRACTICING COMPANY SECRETARIES

**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 Tuesday, 29th September, 2020 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 26th Annual General Meeting of members of the company held on Tuesday, 29th September, 2020 at 11.00 A.M. through Video Conference(VC)/ Other Audio Visual Means (OAVM).

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, and pursuant to the circular of Ministry of Corporate Affairs Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities Exchange Board of India and in Compliance with the Companies Act, 2013 & SEBI(LODR) Regulations, 2015 the Annual General Meeting of members of the company held through Video Conference(VC)/ Other Audio Visual Means (OAVM).

The Company has availed the e-voting facility offered by Central Depositories Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company had uploaded all the items of the business to be transacted on the website of the Company and CDSL to facilitate Shareholders to cast their vote through e voting.

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 CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

I hereby issue consolidated scrutinizer's report dated 30<sup>th</sup> September, 2020 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 26th September, 2020 from 09.00 A.M and concluded on 28th September, 2020 at 5.00 P.M.
- 2. The shareholders holding shares as on the cutoff date i.e 23<sup>rd</sup> September, 2020 were entitled to vote on the proposed resolution as set out in the Notice of 26th 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, 2020.(Ordinary Resolution)

Re	mote e-vot	ing	<u>V</u> c	oting at AGM		Consolidated Voting results		
Numbe	Number	% of	Number	Number of	% of	Total	Total	% of
r of	of shares	numbe	of	shares for	numbe	Number	Number	total
memb	for	r of	members	which	r of	of	of shares	number
ers	which	valid	Who	votes cast	valid	member	for which	of valid
who	votes	votes	voted		votes	s who	votes cast	votes
voted	cast	caste			caste	voted		cast

Voted in	51	4148003	99.516	2	20019	0.4803	53	4168022	99.9973
favour of the			8						
resolution									
Voted against	2	121	0.0029	0	0	0	2	121	0.0029
the resolution					ec.			×	8
Invalid Votes	0	0	0	0	0	0	. 0	0	0

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

	<u>R</u>	<u>emote e-vot</u>	ing	<u>Voti</u>	ng at AGM		Consoli	dated Voting	results
	Numb	Number	% of	Number of	Number	% of	Number	Number of	% of
	er of	of shares	numbe	members	of	numbe	of 🦠	shares for	number
	memb	for which	r of	who voted	shares	r of	membe	which	of valid
	ers	votes cast	valid		for	valid	rs who	votes cast	votes
	who		votes		which	votes	voted		caste
	voted		caste		votes	caste	V		
					cast	Section .	1		
Voted in	51	4148003	99.516	2	20019	0.4803	53	4168022	99.9971
favour of the			8		-7	35			
resolution									-
Voted against	2	121	0.0029	0	0	0	2	121	0.0029
the resolution					No.				
Invalid Votes	0	0	, 0	0	0	0	0	0	0

# Resolution No. 3- Re-appointment of Dr. Chimanbhai K. Patel, (DIN: 00044241), 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)

-	R	emote e-vot	ing	Voti	ng at AGM		Consoli	idated Voting	results
	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of
	er of	of shares	numbe	members	r of	numbe	of	shares for	number
	memb	for which	r of	who voted	shares	r of	membe	which	of valid
	ers	votes cast	valid		for	valid	rs who	votes cast	votes
je je	who	1	votes		which	votes	voted	1.5	caste
	voted		caste		votes	caste			
No.					cast				
Voted in	23	46208	69.644	2	20019	30.172	25	66227	99.8176
favour of the			9			7			
resolution									
Voted against	2	121	0.1824	0	0	0	2	121	0.1824
the resolution									
Invalid Votes	0	0	0	0	0	0	0	0	0
									3

Resolution No. 4- Reappointment of Mr. Shaileshkumar Prahladbhai Patel (DIN: 07395238) as an Independent Director of the Company for the term of (5) five Consecutive years with effect from 29th September, 2020 (Special Resolution)

	<u>R</u>	<u>emote e-vot</u>	ing	<u>Voti</u>	ng at AGM		Consoli	dated Voting	results		
le e	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of		
	er of	of shares	numbe	members	r of	numbe	of	shares for	number		
	memb	for which	r of	who voted	shares	r of	membe	which	of valid		
	ers	votes cast	valid		for	valid	rs who	votes cast	votes		
	who		votes		which	votes	voted	4	caste		
	voted		caste		votes	caste		4-1			
	-				cast		1	1			
Voted in	51	4148003	99.516	2	20019	0.4803	53	4168022	99.9971		
favour of the			8				Mary A				
resolution						100		300			
Voted against	2	121	0.0029	0	0	0	2	121	0.0029		
the resolution						1	1				
Invalid Votes	0	0	0	0	0	0	0	0	0		
					1	1					

Resolution No. 5- Reappointment of DR. CHIMANBHAI K. PATEL (DIN: 00044241) as Whole Time Director of the Company for a consecutive period of 5 (five) years with effect from 14th August, 2020 (Special Resolution)

	<u>R</u>	<u>emote e-vot</u>	ing	Voti	ng at AGM		Consoli	dated Voting	results		
	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of		
	er of	of shares	numbe	members	r of	numbe	of	shares for	numbe		
	memb	for which	rof	who voted	shares	r of	membe	which	r of		
	ers	votes cast	valid	×	for	valid	rs who	votes cast	valid		
	who	19	votes		which	votes	voted		votes		
	voted	1	caste		votes	caste			caste		
			100		cast						
Voted in	23	46208	69.644	2	20019	30.172	25	66227	99.817		
favour of the	A CONTRACTOR	10	9			7		-	6		
resolution	- N	The second second									
Voted against	2	121	0.1824	0	0	0	2	121	0.1824		
the resolution											
Invalid Votes	0	0	0	0	0	0	0	0	0		
196											

## Resolution No. 6- Rectification of appointment and 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 2020-21 (Ordinary Resolution)

	R	emote e-vot	ing	<u>Voti</u>	ng at AGM		Consoli	dated Voting	results
	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of
	er of	of shares	numbe	members	r of	numbe	of	shares for	numbe
	memb	for which	r of	who voted	shares	r of	membe	which	r of
	ers	votes cast	valid		for	valid	rs who	votes cast	valid
	who		votes		which	votes	voted	4	votes
	voted		caste		votes	caste	14	44	caste
					cast		1	1	
Voted in	51	4148003	99.516	2	20019	0.4803	53	4168022	99.997
favour of the			8				100		1
resolution						A	17%	2	
Voted against	2	121	0.0029	0	0	0	2	121	0.0029
the resolution						AT Y	1		
Invalid Votes	0	0	0	0	0	0.	0	0	0
					1	100			

## Resolution No. 7- Increase the Remuneration of Mr. Dhirajlal Patel (DIN: 00044350), Managing Director of the Company (Special Resolution)

					10				
W	R	emote e-vot	ing	Voti	ing at AGN	Ţ	Consoli	dated Voting	results
	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of
	er of	of shares	numbe	members	rof	numbe	of	shares for	numbe
	memb	for which	r of	who voted	shares	r of	membe	which	r of
	ers	votes cast	valid	1	for	valid	rs who	votes cast	valid
	who	1	votes	No.	which	votes	voted		votes
	voted	1600	caste		votes	caste			caste
		1	CV.		cast				
Voted in	23	46208	69.644	2	20019	30.172	25	66227	99.817
favour of the		M. A.	9			7			6
resolution		4							
<b>Voted against</b>	2	121	0.1824	0	0	0	2	121	0.1824
the resolution	N. A	7							
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0
	Shir.								

## Resolution No. 8- Increase the Remuneration of Mr. Ankur Patel (DIN: 07395218), Whole Time Director of the Company. (Special Resolution)

	R	emote e-vot	ing	Voti	ng at AGM		Consoli	dated Voting	results
	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of
	er of	of shares	numbe	members	r of	numbe	of	shares for	numbe
	memb	for which	r of	who voted	shares	r of	membe	which	r of
	ers	votes cast	valid		for	valid	rs who	votes cast	valid
	who		votes		which	votes	voted		votes .
	voted		caste		votes	caste		4	caste
					cast		4		
Voted in	23	46208	69.644	2	20019	30.172	25	66227	99.817
favour of the	1		9			7	1		6
resolution							Par Y	1	
Voted against	2	121	0.1824	0	0	0	2	121	0.1824
the resolution						-1			
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0
					,40	LAL	F		

## Resolution No. 9- Increase the Remuneration of Dr. Dineshkumar H. Patel (DIN: 02583348), Whole Time Director of the Company (Special Resolution)

	<u>R</u>	emote e-vot	ing	Voti	ng at AGM	[	Consoli	dated Voting	results			
	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of			
	er of	of shares	numbe	members	r of	numbe	of	shares for	numbe			
	memb	for which	rof	who voted	shares	rof	membe	which	r of			
	ers	votes cast	valid		for	valid	rs who	votes cast	valid			
	who		votes		which	votes	voted		votes			
	voted	1	caste		votes	caste			caste			
		1	1		cast			14.				
Voted in	23	46208	69.644	2	20019	30.172	25	66227	99.817			
favour of the		1	9			7			6			
resolution	-20	11 2										
Voted against	2	121	0.1824	0	0	0	2	121	0.1824			
the resolution		Ja.										
Invalid Votes	0	0	0	0	0	0	0	0	0			
	-											

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### Resolution No. 10- Payment of Remuneration to Dr. Chimanbhai K. Patel (DIN: 00044241), Whole time Director of the Company. (Special Resolution)

	P	emote e-vot	inσ	Voti	ng at AGM		Consoli	dated Voting	roculte
	<u> </u>	emote e-vot					COHSON		,
v v	Numb	Number	% of	Number of	Numbe	% of	Number	Number of	% of
	er of	of shares	numbe	members	rof	numbe	of	shares for	numbe
	memb	for which	r of	who voted	shares	r of	membe	which	rof
	ers	votes cast	valid		for	valid	rs who	votes cast	valid
	who		votes		which	votes	voted		votes
	voted		caste		votes	caste		4	caste
					cast			1	
Voted in	23	46208	69.644	2	20019	30.172	25	66227	99.817
favour of the			9			7	4		6
resolution					3		to A		
Voted against	2	121	0.1824	0	0	0	2	121	0.1824
the resolution							K.		
Invalid Votes	0	0	0	0	0	0	0	0	0
					- 4	LA.	300		

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 26<sup>TH</sup> AGM by the members have been handed over to the Company for safe keeping.

PLACE: AHMEDABAD DATE: 30/09/2020

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

Digitally signed by SHAH ANISH BABUBHA Date: 2020.09.30 15:27:48 +05'30'

MR. ANISH B. SHAH
PROPRIETOR
FCS NO: 4713

COP NO.: 6560

(UDIN: F004713B000815567)

Countersigned by Managing Director for, VIKHAM THERMO (INDIA) LID.

MANAGING DIRECTOR

MR. DHIRAJBHAI PATEL CHAIRMAN

(DIN: 00044350)