

A.SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

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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,
Mr. Yuvraj Thakore
(Chairman appointed for the NCLT convened meeting)

The Chairman appointed by National Company Law Tribunal Ahmedabad Bench, (NCLT) for the meeting of the Unsecured creditors of **M/S VIKRAM THERMO (INDIA) LIMITED** held on Monday, 30th October, 2023 AT 04.00 P.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 NCLT convened meeting of the Unsecured creditors of the company held on Monday, 30th October, 2023 AT 04.00 P.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

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Regulations"), MCA Circulars and SEBI Circulars, the NCLT convened meeting 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 Unsecured creditors of the Company. The Company had uploaded all the items of the business to be transacted on the website of the Company and NSDL to facilitate Unsecured creditors to cast their vote through e-voting.

In conformity with the applicable regulatory requirements, The Notice of this NCLT convene meeting of the Unsecured creditors 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 NCLT convened meeting of the Unsecured creditors 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 NCLT convened meeting on the resolutions contained in the Notice of the NCLT convened meeting of the Unsecured creditors of the Company. My responsibility as a scrutinizer for the e-voting process and for voting at the NCLT convened meeting 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 31st October, 2023 as requested by the Management on results of remote e-voting together with that of voting at NCLT convened meeting on the resolutions contained in the notice of the NCLT convened meeting, as under:-

1. The E-voting period commenced on "Friday, 27th October, 2023 (9.00am) and ends on Sunday, 29th October, 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 NCLT convened 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 NCLT convened meeting are as under:

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Resolution No. 1- To Approve the Scheme of Arrangement in the form of Demerger of Vikram Thermo (India) Limited (“Demerged Company”) into Vikram Aroma Limited (“Resulting Company”)

	<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	12	7,15,26,996	100%	0	0	0	12	7,15,26,996	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

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

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

**PLACE: AHMEDABAD
DATE: 31/10/2023**

**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: F004713E001553238)**