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**DEEPAK SADHU**  
MBA (Finance), A.C.S.



**DEEPAK SADHU & Co**  
COMPANY SECRETARIES

No.450, 9<sup>th</sup> cross, JP Nagar,  
2<sup>nd</sup> phase, Bangalore – 560078

COMPANY SECRETARY  
CP No: **14992**, ACS No: **39541**

MOBILE: **9115731257 / 9886096664**

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Form No.: MGT-13

SCRUTINIZER'S REPORT

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

To

The Chairman  
**KURLON ENTERPRISE LIMITED**  
**ANNUAL GENERAL MEETING of the Members**  
#1002/1006, THE AVENUE, INTERNATIONAL A  
OPP. HOTEL LEELA, ANDHERI (EAST) MUMBAI MH 400059

**Sub: Consolidated Scrutinizer Report on remote e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and voting at the ANNUAL GENERAL MEETING of the Members of KURLON ENTERPRISE LIMITED held on 25<sup>th</sup> day of November, 2021 through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') at 11:30 AM**

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Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting process if any, being carried out, as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process received from the members, in respect of the resolutions passed at the ANNUAL GENERAL MEETING of the Members of the Company held on 25<sup>th</sup> day of November, 2021 at 11:30 AM.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means on the resolutions contained in the Notice to the ANNUAL GENERAL MEETING (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system

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**Address:** No. 450, 9<sup>th</sup> cross, JP Nagar 2<sup>nd</sup> phase, Bangalore – 560 078.  
Mob: 9115731257 / 9886096664

provided by National Securities Depository Limited [NSDL],, the authorized agency to provide e-voting facilities, engaged by the Company.

3. The Notice dated 28<sup>th</sup> October 2021 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the Members on 03<sup>rd</sup> of November 2021 via Email in respect of the resolutions passed at the AGM of the Company. The Notice was also published in “**Business Standard**” English all edition and “**Mumbai Lakshadeep**” Mumbai Edition on 03<sup>rd</sup> of November 2021.
4. The Register of Members of the Company and Share Transfer Books remained closed from **18<sup>th</sup> November, 2021 to 25<sup>th</sup> November, 2021 (both days inclusive)**.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 the Company provided remote e-voting facility to cast vote through electronic mode which commenced from **November 21, 2021 (9:00 a.m. IST) to November 24, 2021, (5:00 p.m. IST)** and on **25<sup>th</sup> November 2021 to 30 minutes** after conclusion of Annual General Meeting on the resolutions as per Annexure by the members of the company.
6. The Company had availed the e-voting facility offered by National Securities Depository Limited [NSDL], (i.e., <https://www.evoting.nsdl.com/>) for conducting remote e-voting by the members of the company.
7. The votes cast through e-voting process were confirmed by me on 25<sup>th</sup> November 2021 after the completion of ANNUAL GENERAL MEETING.
8. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited [NSDL], (i.e., <https://www.evoting.nsdl.com/>).
9. At the ANNUAL GENERAL MEETING (AGM) held on 25<sup>th</sup> November 2021 the chairman of the Meeting had requested the members to cast their votes by e-voting facility in respect of Resolutions (Items No. 1 to 8 as set out in the Notice of the ANNUAL GENERAL MEETING of the Company), to cast their vote at the said AGM.
10. My consolidated report of the votes cast by members through remote e-voting at the AGM with their pattern of voting is, as per the Annexure annexed to this report.

**ANNEXURE:**

The consolidated result of e-voting is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon and Consolidated Audited Financial Statement for the year ended 31<sup>st</sup> March, 2021 along with the Auditors report thereon.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	0

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#1 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.

2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-  
**To declare a dividend on Equity Shares for the financial year ended March 31, 2021**

(i) Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
21	33651940	99.99%

(ii) Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	06	0.01%

(iii) <b>INVALID</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) <b>ABSTAIN</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#2 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed with requisite majority.

3. RESOLUTION NO.3 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -  
To appoint a Director in place of Mrs. Jaya S Pai (DIN 00030515), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

(i) Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

(ii) Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

(iii) <b>INVALID</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) <b>ABSTAIN</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#3 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.

4. RESOLUTION NO.4 [(RESOLUTION – ORDINARY, BUSINESS – SPECIAL)] :-  
**Appointment of Statutory Auditor M/s. S. R. Batliboi & Associates, LLP Bangalore (FRN: 101049W/E300004) to fill casual vacancy caused by resignation of M/s. Deloitte Haskins & Sells, Chartered Accountant, (FRN: 008072S)**

Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#4 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.

5. RESOLUTION NO.5 [(RESOLUTION – ORDINARY, BUSINESS – SPECIAL)] :-  
**Appointment of Statutory Auditor M/s. S. R. Batliboi & Associates, LLP Bangalore (FRN: 101049W/E300004) for a period of 5 years.**

Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#5 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.

6. RESOLUTION NO.6 [(RESOLUTION – ORDINARY, BUSINESS – SPECIAL)] :-  
**Appointment of Sri Sivaramakrishnan Nagarajan (DIN: 03060429) as Non-Executive Independent Director of the Company.**

Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#5 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.



7. RESOLUTION NO.7 [(RESOLUTION – ORDINARY, BUSINESS – SPECIAL)] :-  
**Appointment of Sri Holebasavanahalli Nagaraj Shrinivas (DIN: 07178853) as Non-Executive Independent Director of the Company.**

Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#5 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.

8. RESOLUTION NO.8 [(RESOLUTION – ORDINARY, BUSINESS – SPECIAL)] :-  
**To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2022**

Voted in <b>FAVOUR</b> of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
22	33651946	100%

Voted <b>AGAINST</b> the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	-	0

<b>INVALID</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

<b>ABSTAIN</b> Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#5 in the notice to AGM dated 25<sup>th</sup> November 2021 has been passed unanimously.

A Compilation of data containing a list of members/custodians/proxies who voted in "FAVOUR", "AGAINST" "ABSTAIN" and "INVALID VOTES" for each resolution is mentioned as above.

All the relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the ANNUAL GENERAL MEETING and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **26<sup>th</sup> November, 2021**

UDIN: **A039541C001554153**

Yours Faithfully,

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(CS DEEPAK SADHU)  
Authorised Signatory  
DEEPAK SADHU & CO, COMPANY SECRETARIES  
Scrutinizer