

**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 Saturday, 17<sup>th</sup> September, 2022 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 28<sup>th</sup> Annual General Meeting of members of the company held on Saturday, 17<sup>th</sup> September, 2022 at 11.00 A.M. through Video Conference(VC)/ Other Audio Visual Means (OAVM).

In pursuant to the circular of Ministry of Corporate Affairs Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, 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 12<sup>th</sup> 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 National Securities Depository Limited (NSDL) 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 NSDL to facilitate Shareholders to cast their vote through e-voting.

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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 19<sup>th</sup> September, 2022 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 "Wednesday, 14th September, 2022 (9.00am) and ends on Friday, 16th September, 2022 (5.00pm)".
2. The shareholders holding shares as on the cutoff date i.e 10TH September, 2022 were entitled to vote on the proposed resolution as set out in the Notice of 28<sup>th</sup> 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 31<sup>st</sup> March, 2022.(Ordinary Resolution)**

<b><u>Remote e-voting</u></b>			<b><u>Voting at AGM</u></b>			<b><u>Consolidated Voting results</u></b>		
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

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<b>Voted in favour of the resolution</b>	109	19272504	100	0	0	0	109	19272504	100
<b>Voted against the resolution</b>	0	0	0	0	0	0	0	0	0
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0

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

	<b><u>Remote e-voting</u></b>			<b><u>Voting at AGM</u></b>			<b><u>Consolidated Voting results</u></b>		
	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
<b>Voted in favour of the resolution</b>	109	19272504	100	0	0	0	109	19272504	100
<b>Voted against the resolution</b>	0	0	0	0	0	0	0	0	0
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0

**Resolution No. 3- Re-appointment of Mr. DHIRAJLAL KARSANBHAI PATEL, (DIN: 00044350), Chairman and Managing 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)**

	<b><u>Remote e-voting</u></b>			<b><u>Voting at AGM</u></b>			<b><u>Consolidated Voting results</u></b>		
	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
<b>Voted in favour of the resolution</b>	107	19272054	99.99%	0	0	0	107	19272054	99.99%
<b>Voted against the resolution</b>	2	450	0.002%	0	0	0	2	450	0.002%
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0

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**Resolution No. 4 Reappointment of M/S. J.T. SHAH & CO, Chartered Accountants, (F.R.NO. 109616W), as a Statutory Auditors of the company for the further term of five consecutive years (Ordinary Resolution)**

	Remote e-voting			Voting at AGM			Consolidated Voting results		
	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
<b>Voted in favour of the resolution</b>	107	19169804	99.99%	0	0	0	107	19169804	99.99%
<b>Voted against the resolution</b>	1	200	0.001%	0	0	0	1	200	0.001%
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0

**Resolution No. 5-Increase the Managerial Remuneration of Mr. Dhirajlal Patel (DIN: 00044350), Chairman and Managing Director of the Company from Rs. 3,00,000/- to Rs. 5,00,000/- per month w.e.f. 1<sup>st</sup> April, 2022 for a period of three years (Special Resolution)**

	Remote e-voting			Voting at AGM			Consolidated Voting results		
	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
<b>Voted in favour of the resolution</b>	102	18853267	97.83%	0	0	0	102	18853267	97.83%
<b>Voted against the resolution</b>	6	419137	2.17%	0	0	0	6	419137	2.17%
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0

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**Resolution No. 6- Ractification 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 2022-23(Ordinary Resolution)**

	<b>Remote e-voting</b>			<b>Voting at AGM</b>			<b>Consolidated Voting results</b>		
	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
<b>Voted in favour of the resolution</b>	107	18853942	98.35%	0	0	0	107	18853942	98.35%
<b>Voted against the resolution</b>	2	316162	1.65%	0	0	0	2	316162	1.65%
<b>Invalid Votes</b>	0	0	0	0	0	0	0	0	0

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

**PLACE: AHMEDABAD**

**DATE: 19/09/2022**

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

**MR. ANISH B. SHAH**

**PROPRIETOR**

**FCS NO: 4713**

**COP NO. : 6560**

**(UDIN: F004713D000992909)**

**Countersigned by Managing Director**

**MR. DHIRAJBHAI PATEL**

**CHAIRMAN**

**(DIN: 00044350)**