

**ARJAN RAJANI**

B.A.,B.Com.,LL.B.,G.D.C.S.,  
F.C.S.,A.C.I.S.(Lon)

**A. N. RAJANI & CO.**

COMPANY SECRETARIES  
9, ASHIANA  
31<sup>ST</sup> ROAD, BANDRA (WEST)  
MUMBAI- 400 050  
Phone : 26427953

30.11.2021

**SCRUTINIZER'S REPORT**

Report to the Chairman of Bombay Potteries & Tiles Ltd. a Company incorporated under the Companies Act 1956 and having its Registered Office at – 11 Happy Home, 244 Waterfield Road, Bandra (West), Mumbai 400 050, Maharashtra, hereinafter referred to as “the Company” on the e-voting and Poll conducted by the Company to pass TWO Resolutions as contained in the Notice dated 22.10.2021 for the Annual General Meeting held on 30<sup>th</sup> November 2021.

1. In terms of provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies [ Management and Administration] Rules 2014, I was appointed as a Scrutinizer by the Company on 22.10.2021 to scrutinize e-voting and poll at the Annual General Meeting for passing of TWO Resolutions as contained in the Notice dated 22.10.2021.
2. 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.
3. The Shareholders of the Company holding shares as on the “cut-off” date of 23.11.2021 were entitled to vote on the proposed Resolutions as set out at Item 1 & 2 of the Notice of the Annual General Meeting of Bombay Potteries & Tiles Ltd.
4. In e-voting, members had to vote by logging [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and follow the procedure laid down in the Notice dated 22.10.2021.
5. The e-voting period commenced on 27<sup>th</sup> November 2021 at 09.00 am and concluded on 29<sup>th</sup> November 2021 at 05.00 pm and the NSDL e-voting platform was blocked thereafter.
6. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be electronically on e-voting platform provided by NSDL, up to 5 PM on 29<sup>th</sup> November 2021 in respect of Resolution(s) as set out therein.
7. At the Annual General Meeting, the Chairman of the Company requested the members to poll to facilitate the Members present in the meeting, who could not participate in the e-voting, to record their votes by the poll process.
8. Member's demographic details, their voting rights and voting pattern were provided by the Company. The votes cast by member (s) in e-voting and on poll having been identified, in terms of the said Notice were considered valid.



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09. After conclusion of the Annual General Meeting, physical counting of the votes cast at the Meeting was made and thereafter the votes cast through remote e-voting were unblocked on 30<sup>th</sup> November 2021 at 04.30 pm in the presence of 2 witnesses Mr Praveen Kamble and Mr Jaywant More who are not in the employment of the Company.
10. In the e-voting as well as on Poll at the Annual General Meeting votes have been cast for each of the Resolution and all the votes were in favour of each of the Resolution as set out in the notice. Based on this, I report that the TWO Resolutions as contained in the said Notice have been passed unanimously.

I have annexed herewith the details of e-voting as well as Poll at the Annual General Meeting and the analysis of the Results of the TWO Resolutions, as contained in the said Notice.

Thanking you,

Yours faithfully,  
For **A.N. RAJANI & CO.**

*Arjan Rajani*

[ **A.N. RAJANI** ]  
Proprietor



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30.11.2021

To

The Chairman  
Bombay Potteries & Tiles Ltd.  
Happy Home,  
244, Waterfield Road  
Bandra (West),  
Mumbai - 400 050

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting and Poll conducted pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014

I, Arjan N. Rajani of M/s. A.N. Rajani & Co. Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Bombay Potteries & Tiles Limited vide resolution dated 22.10.2021 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, to scrutinize the electronic voting process and Poll in a fair and transparent manner and ascertaining the majority on e-voting and Poll in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Company to be held on 30.11.2021.

The Notice dated 22.10.2021 convening Annual General Meeting (AGM) of the Company detailing the Agenda was sent to all the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 30<sup>th</sup> November 2021.

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.

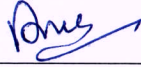
The shareholders of the company holding shares as on the "cut-off" date of 23.11.2021, were entitled to vote on the proposed resolutions as set out at item nos.1 and 2 in the Notice of the Annual General Meeting (AGM) of Bombay Potteries & Tiles Limited.

The remote e-voting period commenced on Saturday the 27<sup>th</sup> November 2021 at 09.00 a.m. and concluded on Monday the 29<sup>th</sup> November, 2021 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.

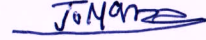
At the Annual General Meeting, the Chairman of the Company requested the members to poll to facilitate the Members present in the meeting, who could not participate in the e-voting, to record their votes by the poll process.



After conclusion of the Annual General Meeting, physical counting of the votes cast at the Meeting was made and thereafter the votes cast through remote e-voting were unblocked on 30<sup>th</sup> November 2021 at 04.30 pm in the presence of 2 witnesses Mr Praveen Kamble and Mr Jaywant More who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence :



[ MR PRAVEEN KAMBLE ]



[ JAYWANT MORE ]

Thereafter the report containing details inter alia, list of Shareholders, who voted “for” “against” each of Resolution that were put to vote, were generated from the e-voting website of National Securities Depository Limited [ NSDL ] <http://www.evoting.nsdl.com>

I have scrutinized and reviewed the voting through electronic means and poll at the (AGM) and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and polling papers.

I now submit my consolidated Report as under on the result of the voting through electronic means and Poll in respect of the said Resolutions.

#### **Resolution No.1**

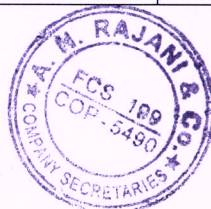
Adoption of the audited Financial Statement for the Financial Year ended on 31.03.2021, including the Audited Balance Sheet as at 31<sup>st</sup> March 2021, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	12	121473	100%
Poll	17	730	100%
Total	29	122203	100%

(ii) Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	NIL	NIL	N.A.
Poll	NIL	NIL	N.A.
Total	NIL	NIL	N.A.



## (iii) Invalid Votes :

	Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

**Resolution No. 2**

Appointment of a Director in place of Ms. Minal M. Wadhwa, who retires by Rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	12	121473	100%
Poll	17	730	100%
Total	29	122203	100%

## (ii) Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	NIL	NIL	N.A.
Poll	NIL	NIL	N.A.
Total	NIL	NIL	N.A.

## (iii) Invalid Votes :

	Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL



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The Register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Compliance officer for safe keeping.

Thanking you,  
Yours faithfully,



[ **ARJAN N. RAJANI** ]  
M/s. A.N. Rajani & Co.  
Practicing Company Secretary

Place : Mumbai

Dated : 30.11.2021