

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

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CONSOLIDATED SCRUTINIZER'S REPORT

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

**The Chairman
of the Extra-Ordinary General Meeting of
Duroply Industries Limited
9, Parsee Church Street
Kolkata - 700 001**

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the Extra-Ordinary General Meeting (“EGM”) of the members of “**Duroply Industries Limited**” (“Company”) held on Saturday, the 9th day of March, 2024 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11//2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the EGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the EGM on the resolutions contained in the Notice of the EGM dated the 14th day of February, 2024 read with Corrigendum to the Notice dated the 27th day of February, 2024. My responsibility as a scrutinizer for remote e-voting and e-voting at the EGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (“CDSL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the EGM.



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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Wednesday, the 6th day of March, 2024 up to 5:00 P.M. IST on Friday, the 8th day of March, 2024.
2. The shareholders holding shares as on the “cut off” date, i.e. the 2nd day of March, 2024 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the EGM dated the 14th day of February, 2024 read with Corrigendum to the Notice dated the 27th day of February, 2024.
3. The Company had also provided e-voting facility at the EGM to enable the shareholders attending the EGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Saturday, the 9th day of March, 2024 around 11:50 A.M. IST after the completion of the EGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Ms. Pratyusha Sen, residing at 157, Garia Gardens, Kolkata – 700 084, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the EGM [EVSN: **240215006**] are as under:



**SPECIAL BUSINESS:****Resolution No. 1: Special Resolution****Issue of Equity Shares and Warrants convertible into Equity Shares on a preferential basis to Non-Promoters***(i) Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	45	5481523	
E-voting at EGM	4	8	
Total	49	5481531	99.99974%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	12	
E-voting at EGM	1	2	
Total	7	14	0.00026%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution No. 2: Special Resolution*****Appointment of Mr. Kulvin Suri (DIN: 03640464) as Non-Executive Independent Director of the Company****(i) Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	45	5481523	
E-voting at EGM	4	8	
Total	49	5481531	99.99974%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	12	
E-voting at EGM	1	2	
Total	7	14	0.00026%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution No. 3: Special Resolution**

Re-designation and Appointment of Mr. Sudeep Chitlangia (DIN: 00093908) as an Executive Chairman, in the category of a Whole-time Director, for a fresh term of three (3) years commencing from April 1, 2024

(i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	45	5481523	
E-voting at EGM	4	8	
Total	49	5481531	99.99974%

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	12	
E-voting at EGM	1	2	
Total	7	14	0.00026%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**Resolution No. 4: Special Resolution**

Re-designation and Appointment of Mr. Akhilesh Chitlangia (DIN: 03120474) as the 'Managing Director and Chief Executive Officer' of the Company, for a fresh term of three (3) years commencing from April 1, 2024

(i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	45	5481523	
E-voting at EGM	4	8	
Total	49	5481531	99.99974%

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	12	
E-voting at EGM	1	2	
Total	7	14	0.00026%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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7. The resolutions proposed hereinabove have been passed with requisite majority by the shareholders of the Company.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For **A. K. LABH & Co.**

Company Secretaries



(CS A. K. LABH)

Practising Company Secretary

FCS : 4848 / CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848E003561984

Place: Kolkata

Dated: 09.03.2024



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Witness:

1. Rohit Kumar

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

2. Pratyusha Sen

(Pratyusha Sen)

157, Garia Gardens,
Kolkata - 700 084



Received the Report of the Scrutinizer
For Duroply Industries Limited

Komal Dhruv

(Komal Dhruv)

Company Secretary
ACS 41850

