



Umesh P. Maskeri
Practicing Company Secretary

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SCRUTINIZER'S REPORT

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

December 23, 2020

To
Chairman of the 34th Annual General Meeting
Utique Enterprises Limited
8 Apeejay House
130 Mumbai Samachar Marg
Mumbai 400 023

Dear Sir,

At the outset, we express our gratitude to the Board of Directors of the Company for appointing us as the Scrutinizer for the remote e-Voting process and electronic voting at the 34th Annual General Meeting of the company which was held on December 23, 2020 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

In this connection, we are pleased to submit the Scrutinizer's Report, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for further action at your end.

Thanking you,

Yours faithfully,

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No.12704, FCS No.4831
ICSI UDIN : F004831B001619708





| SCRUTINIZER'S REPORT | |
|--|---|
| Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 | |
| Name of the company | Utique Enterprises Limited |
| Nature of Meeting/Event | 34 th Annual General Meeting |
| Day, Date and Time | At 2:00 PM, Wednesday, December 23, 2020 |
| Deemed Venue of AGM | 8 Apeejay House, 130 Mumbai Samachar Marg Mumbai 400 023 |
| Mode | Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") |

1. Appointment of Scrutinizer:

I, Umesh P. Maskeri, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Utique Enterprises Limited ("the Company") at its meeting held on November 11, 2020 for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the Notice of the AGM dated November 11, 2020 of the Company to be held at 2:00 P.M. on Wednesday, the December 23, 2020 by Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in respect of scrutinizing the remote e-Voting process and electronic voting under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules").

2. Relaxations granted by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") in view of COVID-19 pandemic

In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("the MCA") has vide 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, (collectively referred to as "the MCA Circulars") has advised the companies to provide the facility of participation of members at the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The MCA and Securities and Exchange Board of India ("SEBI") have relaxed and permitted that the Notice of AGM and the Annual Report and all other attachments could be sent by email to the shareholders, in view of the difficulties faced in physical dispatch of the documents.

Accordingly, Company has sent the Notice of AGM to the shareholders by email to all such members who had registered their email address with the Company, Depository Participants or the Registrar and Transfer Agent.

2. Dispatch of Notice of 34th Annual General Meeting ("AGM") :

The Company has informed that it has arranged and sent the Notice of AGM dated November 11, 2020 by electronic mail by Bigshare Services Private Limited to its Members on December 1, 2020, whose names appeared in the Register of Members /Register of Beneficial Owners and who had registered their email address with the Company or Depositories or Depository Participants.





3. Publication of advertisement in Newspapers:

In terms of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of MCA Circulars, the Company had duly released an advertisement intimating the voting through Remote e-Voting and dispatch of Notice by email, in English Newspaper viz. The Free Press Journal dated December 2, 2020 and in Marathi Newspaper i.e. Navshakti dated December 2, 2020 and having wide circulation in the state of Maharashtra. The said newspaper advertisements, contained among other things, the additional information as stipulated in the MCA Circular No.17/2020 dated April 13, 2020 .

4. Cut - off date:

The Company has provided me the Register of Members as on the cut-off date i.e. December 16, 2020. The facility of appointment of proxy was not provided in terms of Circulars issued by the Securities and Exchange Board of India since there was no physical meeting of members.

5. Remote e-Voting Process: EVSN 201125002

6.1. Agency:

Company has availed the services of Central Depository Services (India) Limited ('CDSL'), which has provided the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM.

6.2. Remote e-Voting period

The remote e-Voting period commenced at 10.00 a.m. on Sunday, December 20, 2020 and concluded at 5.00 p.m. on Tuesday, December 22, 2020. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the Notice convening the AGM. and the CDSL remote e-Voting portal was disabled thereafter.

6.3 The facility of voting by remote e-Voting was provided during the AGM and for an additional duration of 15 minutes after the conclusion of the Annual General Meeting on December 23, 2020.

6.4 There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No.20 dated May 5, 2020 issued by the Ministry of Corporate Affairs.





7. Counting process:

On completion of e-Voting during the AGM and 30 minutes after conclusion of the AGM, I have unblocked the votes cast through remote e-Voting at 3-21 PM today from the CDSL evoting portal and downloaded the voting results. in the presence of two persons, who are not the employees of the company.

8. Voting results:

A summary of the voting results through remote for each of the agenda items contained in the notice of AGM is furnished below:

Resolution 1: Ordinary Resolution

Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2020 and the reports of Board of Directors and the Auditors thereon and approval of Audited Consolidated Financial Statements for the financial year ended March 31, 2020 and the Report of Auditors thereon

| Votes cast | Remote evoting | | During the AGM | | Total | | % of votes |
|------------|--|-------------|----------------|-------------|--------------|-------------|------------|
| | No of folios | No of votes | No of folios | No of votes | No of folios | No of votes | |
| In favour | 127 | 15820708 | 3 | 124 | 130 | 15820832 | 100 |
| Against | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 127 | 15820708 | 3 | 124 | 130 | 15820832 | 100 |
| Result | Resolution has been passed with requisite majority | | | | | | |

Resolution No 2: Ordinary Resolution:

Re-appointment of Mr. Mahesh Raghavan Menon (DIN: 00164298), as a Director, liable to retire by rotation

| Votes cast | Remote evoting | | During the AGM | | Total | | % of votes |
|------------|--|-------------|----------------|-------------|--------------|-------------|------------|
| | No of folios | No of votes | No of folios | No of votes | No of folios | No of votes | |
| In favour | 127 | 15820708 | 3 | 124 | 130 | 15820832 | 100 |
| Against | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 127 | 15820708 | 3 | 124 | 130 | 15820832 | 100 |
| Result | Resolution has been passed with requisite majority | | | | | | |

Resolution No 3: Special Business- Ordinary Resolution:

Re-appointment of Mr. P. B. Deshpande as Manager of the Company for a period of 2 (two) years with effect from August 09, 2020

| Votes cast | Remote evoting | | During the AGM | | Total | | % of votes |
|------------|--|-------------|----------------|-------------|--------------|-------------|------------|
| | No of folios | No of votes | No of folios | No of votes | No of folios | No of votes | |
| In favour | 127 | 15820708 | 3 | 124 | 130 | 15820832 | 100 |
| Against | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 127 | 15820708 | 3 | 124 | 130 | 15820832 | 100 |
| Result | The resolution has been passed with requisite majority | | | | | | |



Umesh P. Maskeri
Practicing Company Secretary

9. Based on the aforesaid report, it may be seen that resolutions No (1), (2) and (3) of the AGM Notice have been passed with requisite majority. The consolidated voting results of the aforesaid voting may accordingly be declared by the Company Secretary of the Company.
10. The Register maintained in electronic form recording the assent or dissent received along with all the relevant records of e-Voting downloaded from the CDSL e-Voting portal have been handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Umesh P. Maskeri
Practicing Company Secretary
Certificate of Practice No 12704
ICSI UDIN : F004831B001619708

Place : Mumbai
Date : December 23, 2020

This document has been digitally signed

Countersigned by
For Utique Enterprises Limited

P. B. Deshpande
Company Secretary

Place : Mumbai
Date : December 23, 2020