



# TAUSIF & ASSOCIATES

Practicing Company Secretaries

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## SCRUTINIZER'S REPORT

To

The Chairman

**PRAJEEV INVESTMENTS LTD**

2nd Floor Anuman Esates Ltd 19 R N Mukherjee Road, Kolkata-700001

### SUB: SCRUTINIZER'S REPORT ON RESOLUTION PASSED THROUGH POSTAL BALLOT AND E-VOTING

I, Mohammad Tausif, Practicing Company Secretaries (Membership No. F11959, CP No.: 18170) was appointed as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner in respect of the Special Resolution for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE") as set out in the Notice dated 28th February 2024, which was issued in accordance with and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Companies Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Management Rules") read with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated 23 June 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended ("SEBI Delisting Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

The Notice along with explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the resolution setting out the material facts and the reasons thereof, was sent to the shareholders.

The Company had completed the dispatch of the Notice along with the explanatory statement on 1<sup>st</sup> March, 2024 to shareholders whose names appeared in the register of members/ Record of Depositories as on the Cut-off date i.e., 1st March, 2024.

The Company had appointed and availed the services of National Securities Depository Limited ("NSDL") to facilitate e-voting by the shareholders of the Company through their remote e-voting system.

The voting commenced on Thursday, 15th March 2024 at 9:00 A.M (IST) and ended on Saturday, 13th April 2024 at 5:00 P.M (IST). The NSDL e-voting module was disabled after 5:00 P.M. (IST) on Saturday, 13th April 2024.



The results of Postal Ballot together with this report would be displayed on the website of [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated by the Company to the CSE.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and accordingly tabulated the outcome of the postal ballot in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act and rules relating to remote e-voting on the resolution contained in the Notice.

My responsibility as scrutinizer for the remote e-voting is restricted to making a consolidated Scrutinizer's Report of the votes cast in favor or against the said Resolution.

Based on scrutiny of the valid votes cast via remote e-voting in relation to the special resolution as set out in the Notice, I report that:

- a) as the number of votes cast in favor of the special resolution is more than three times the number of votes cast against the special resolution, therefore the special resolution as set out in the Notice has been passed with the requisite majority as per the provisions of the Companies Act; and
- b) as the number of votes cast by the public shareholders in favor of the resolution is more than two times the votes cast by the public shareholders against the resolution, therefore the resolution as set out in the Notice has been passed with requisite majority as per provisions under Regulation 11(4) of the Delisting Regulations, 2021.

The Special Resolution is deemed to have been passed on the last date specified for postal ballot i.e., 15<sup>th</sup> April 2024.

**The analysis of result of the special resolution as set out in the Notice under the relevant provisions of the Companies Act and Delisting Regulations is tabulated below:**

**I. Result of voting as per relevant Provisions under the Companies Act, 2013**

<b>Agenda Item No.</b>	1
<b>Subject</b>	Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, 2021 to consider the Delisting of the equity shares of the Company from the CSE i.e., the only Stock Exchange where the equity shares of the Company are presently listed.
<b>Type of Resolution</b>	Special Resolution



Particulars	Total Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Shares Voted
Assent (Ballot Paper)	Nil	-	-	-	-	-
<b>Sub Total</b>	Nil	-	-	-	-	-
Dissent (Ballot Paper)	Nil	-	-	-	-	-
<b>Sub Total</b>	Nil	-	-	-	-	-
<b>Total</b>	<b>Nil</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

II. Results of voting as Regulation 11 (4) of the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021

Resolution								
Resolution required: (Ordinary/ Special)	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes							
Description of resolution considered	Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE").							
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	98000	98000	100%	98000	0	100%	0.00%
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	98000	98000	100%	98000	0	100%	0.00%
Public- Non Institutions	E-voting	2000	2000	100%	2000	0	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	2000	2000	100%	2000	0	100%	0.00%
<b>Total</b>		<b>100000</b>	<b>100000</b>	<b>100%</b>	<b>100000</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Whether resolution is Pass or Not.								<b>Pass</b>
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	NIL
Public Institutions	NIL
Public - Non-Institutions	NIL

Thanking You,

Yours faithfully,

**For TAUSIF & ASSOCIATES**

Company Secretaries




Mohammad Tausif

(Proprietor)

CP No. 18170

FCS 11959

**UDIN: F011959F000119407**

Date: 15/04/2024

Place: Kolkata