



# MR & Associates

COMPANY SECRETARIES

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## CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting through ballot paper)

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]**

To,  
The Chairman  
J.L. Morison (India) Limited  
"Rasoi Court",  
20, Sir R N Mukherjee Road,  
Kolkata-700001

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of J. L. Morison (India) Limited (herein after referred to as "the Company") for the purpose of Scrutinizing the postal ballot/remote e-voting process under the provisions of Sections 108 & 110 of the Companies Act, 2013 (herein after referred to as "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, and rules made thereunder as amended (including any statutory modification(s) or re enactment(s) thereof for the time being in force.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and Rules relating to voting on the resolution proposed in the Notice of the Postal Ballot dated 22<sup>nd</sup> February, 2023. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot, based on the report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means and physical postal ballots forms received from the Members of the Company.
3. The Members holding equity shares as on the "cut-off date" i.e. Friday, 24<sup>th</sup> February, 2023, were entitled to vote on the resolution proposed in the Notice of Postal Ballot dated 22<sup>nd</sup> February, 2023, either by physical ballot or remote e-voting.
4. In terms of the aforesaid Postal Ballot Notice dated 22<sup>nd</sup> February, 2023, the voting period commenced on Wednesday, 1<sup>st</sup> March, 2023, at 9.00 A.M (IST) and ended on Thursday, 30<sup>th</sup> March, 2023 at 5.00 P.M. (IST). for voting through physical ballot and remote e-voting.
5. At the end of the remote e-voting period on Thursday, 30<sup>th</sup> March, 2023 at 5.00 P.M. (IST). the voting portal of NSDL was blocked forthwith.



6. The votes were unblocked in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
7. My report on the results of the voting is based on the data downloaded from NSDL and the votes cast through physical ballot forms received from Members of the Company in respect of the resolution contained in the Notice of the Postal Ballot dated 22<sup>nd</sup> February, 2023.
8. Based on data downloaded from NSDL, 60 members have cast their votes through remote e-voting platform. Further, 11 members have cast their votes through physical postal ballot forms. The brief analysis of the results of the voting through remote e-voting and physical ballot forms, are as under:

**ITEM NO. 1 - SPECIAL RESOLUTION:****APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BSE LIMITED**

Voting results by the Promoter & Promoter Group and Public shareholders of the Company:

Particulars	No. of votes contained in						Percentage (%) of total valid votes polled
	Remote e-voting		Physical Ballot form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	48	1091076	5	66	53	1091142	99.96
Dissent	12	297	5	164	17	461	0.04
<b>Total valid votes polled</b>	<b>60</b>	<b>1091373</b>	<b>10</b>	<b>230</b>	<b>70</b>	<b>1091603</b>	<b>100.00</b>
Invalid/ Abstain	0	0	1	25	-	-	-

9. Voting results by the public shareholders of the Company in terms of provisions of Regulation 11(4) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations"), as amended are as under:

Particulars	No. of votes contained in						Percentage (%) of total valid votes polled
	Remote e-voting		Physical Ballot form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	34	69019	5	66	39	69085	99.34
Dissent	12	297	5	164	17	461	0.66
<b>Total valid votes polled</b>	<b>46</b>	<b>69316</b>	<b>10</b>	<b>230</b>	<b>56</b>	<b>69546</b>	<b>100.00</b>
Invalid/ Abstain	0	0	1	25	-	-	-





10. Based on the foregoing, I hereby report that

- (i) as the number of votes cast in favour of the Special Resolution is more than three times the number of the votes cast against the Special Resolution, the Special Resolution as contained in the Notice of Postal Ballot dated 22<sup>nd</sup> February, 2023, has been passed with the requisite majority, as per the provisions of the Companies Act, 2013;
- (ii) as the number of votes cast by the public shareholders in favour of the Special Resolution is more than two times the votes cast by the public shareholders against the Special Resolution, I report that, the Special Resolution as contained in the Notice of Postal Ballot dated 22<sup>nd</sup> February, 2023, has been passed by the Public Shareholders with requisite majority, as per the provisions of Regulation 11 of the Delisting Regulations.

All relevant records of voting process given / provided / maintained in electronic mode and the postal ballot forms will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over / emailed thereafter to the Chairman or Company Secretary for preserving safely.

For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020



*[Signature]*  
[M R Goenka]

Partner

FCS No. 4515, C P No.: 2551  
UDIN No.: F004515D003349989

Place: Kolkata  
Date: 31.03.2023



Countersigned by  
For J. L. Morison (India) Limited

*[Signature]*

Lalit Kumar Bararia

Independent Director authorised by Chairman  
DIN: 00204670