

**REPORT OF SCRUTINIZER**

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) Rules 2014 as amended by Companies (Management & Administration) Rules 2015

**Date: 30<sup>th</sup> September, 2023**

To,  
The Chairman,  
**Edayar Zinc Limited**  
37/2, Chinar Park, New Town, Rajarhat, Main Road,  
P.O. Hatiara, Kolkata –700157, West Bengal

**Sub: Scrutinizer Report of E-Voting/ Remote E-Voting at 23<sup>rd</sup> Annual General Meeting (AGM) of the Company.**

**Dear Madam/Sir,**

I, Mohammed Aabid, Partner at Aabid & Co., Practicing Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Edayar Zinc Limited (hereinafter referred as 'the Company') for the purpose of scrutinizing the process of voting through remote e-voting and e-voting at the 23<sup>rd</sup> Annual General Meeting of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management & Administration ) Rules 2014 as amended by the Companies ( Management & Administration ) Rules 2015 in respect of the below mentioned resolutions proposed through notice dated 02<sup>nd</sup> September, 2023 at the 23<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023 at 12 Noon through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Pursuant to General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No.10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No.02/2022 dated May 05, 2022 and No.10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, as issued by Ministry of Corporate Affairs, the Notice for 23<sup>rd</sup> Annual General Meeting of the company for passing the ordinary businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions to be passed by the shareholders of the Company voting by electronic means was sent to the shareholders on 6<sup>th</sup> September, 2023. The Company has availed services of M/s. Link Intime India Private Limited to provide e-voting facility to its Members.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e., Friday, 22<sup>nd</sup> September, 2023, were entitled to vote on the proposed resolutions as set out at item nos. 1 and 2 in the Notice of 23<sup>rd</sup> Annual General Meeting of the Company. The voting period for e-voting commenced on Tuesday, September 26, 2023 at 9.00 a.m. and ended on Thursday, September 28, 2023 at 5:00 p.m. and e-voting system of M/s Link Intime India Private Limited was blocked immediately and the votes cast under e-voting facility were then unblocked.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the M/s Link Intime India Private Limited e-voting system.

I now submit my report on the results of e-voting conducted in relation to the Resolutions as under.



**ORDINARY BUSINESS****Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Standalone and Consolidated audited Financial Statements of the Company for the year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023, together with reports of the Directors and the Auditors thereon.

I. Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	17	3,00,00,275	99.9999 %
<b>Total</b>	<b>17</b>	<b>3,00,00,275</b>	<b>99.9999 %</b>

II. Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	2	26	0.0001%
<b>Total</b>	<b>2</b>	<b>26</b>	<b>0.0001%</b>

III. Invalid votes: **NIL**

\*The total shareholding of Binani Industries Limited is 6,07,88,138 shares out of which 51,853,000 shares are in immobilized state and such immobilized shares have not been considered for the purpose of voting.

The above resolution has been passed with requisite majority of votes.

**Item No. 2: Ordinary Resolution**

To appoint a director in place of Mr. Abdul Salim Ali Kunju (DIN:08279794) who retires by rotation and being eligible, offers himself for reappointment.

I. Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	17	89,35,369	99.9993%
<b>Total</b>	<b>17</b>	<b>89,35,369</b>	<b>99.9993%</b>

II. Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	3	60	0.0007%
<b>Total</b>	<b>3</b>	<b>60</b>	<b>0.0007%</b>

III. Invalid votes: **NIL**



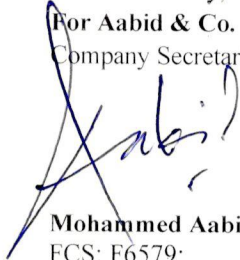
\*The total shareholding of Binani Industries Limited is 6,07,88,138 shares out of which 51,853,000 shares are in immobilized state and such immobilized shares have not been considered for the purpose of voting.

**The above resolution has been passed with requisite majority of votes.**

**Conclusion:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The chairman of the said AGM may be accordingly declaring the result of voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).

Yours Faithfully,  
For Aabid & Co.  
Company Secretaries



**Mohammed Aabid**  
FCS: F6579;  
C.O.P No.: 6625;  
UDIN: F006579E001135951  
**Date: 30<sup>th</sup> September, 2023**  
**Place: Mumbai**



Countersigned  
For Edayar Zinc Limited



**Chairman**

