



**GOPIMOHAN SATHEESAN & ASSOCIATES**  
*Company Secretaries*

Narayana Vilas  
Lane Next to CSB Building, Convent Road  
General Hospital Jn. Trivandrum - 695030  
Mobile: 9446377333  
Office: 8848676226  
E-mail: viswanathan1949@gmail.com

To,  
The Chairman,  
EICL Limited  
TC-79/4, Veli Thiruvananthapuram,  
Kerala - 695021 India

**Scrutinizer's Report on Postal Ballot voting by way of remote e-voting by electronic means in respect of passing of the special resolutions set-out in the Notice dated 13 April 2023 through Postal Ballot**

Dear Sir,

I, V. Viswanathan, Company Secretary in practice and Partner, Gopimohan Satheesan & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of EICL Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the special resolutions contained in the postal ballot notice dated 13 April 2023 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated 8 April 2020 and 17 / 2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 3/2022 dated 05 May 2022 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars").

1. In compliance with the MCA Circulars, the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, RCMC Share Registry Private Limited / National Securities Depository Limited ("NSDL") / Central Depository (India) Services Limited ("CDSL") as on 21 April 2023 ("Cut-Off Date").

The said Notice was also placed on the website of the Company at: <https://eicl.in/>, respectively; and on the website of National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com/>, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice.

2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

**Management's Responsibility**

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act, and the Rules made thereunder; (i) the MCA Circulars; relating to e-voting on the special resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



Branches at: Calicut, Ernakulam, Palakad & Kannur

### Scrutinizer's Responsibility

4. My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" by the equity shareholders in respect of the special resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or NSDL for my verification.

### Cut-Off date

5. The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice, i.e., 21 April 2023 were entitled to vote on the special resolutions (item nos. 1 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, subject to the provisions of Articles of Association of the Company.

### 6. Remote e-voting process

- i. The remote e-voting period remained open from Monday, 1 May 2023 (9:00 a.m. IST) to Tuesday, 30 May 2023 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting period were unblocked on Tuesday, 30 May 2023 after the conclusion of e-voting period for Postal ballot and was witnessed by two witnesses, , who are not in the employment of the Company and / or NSDL.
- iii. Thereafter, the details containing, inter alia, the list of equity shareholders who voted "in favour" or "against" on each of the special resolutions, were generated from the remote e-voting website of NSDL i.e., <https://www.evoting.nsdl.com/> Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis..
7. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the reports generated by NSDL, scrutinized on test check basis and relied upon by me as under:-

Item No. of the Notice	Votes In favour of the resolution		Vote against the resolution		Invalid Votes (due to lack of proper authorization) Nos. (vi)
	Number of Valid Votes (ii)	As a % of total number of valid votes (in Favour and Against) (iii=ii/ (ii+iv)* 100)	Number of Valid Votes (iv)	As a % of total number of valid votes (in Favour and Against) (v=iv/ (ii+iv)* 100)	
Item No. 1 - Sale of Properties (As a Special Resolution)	40	99.99	9	6169	1

Based on the aforesaid results, I report that both the special resolutions as set out in items nos. 1 of the Notice have been passed with requisite majority.





8. The electronic data and all other relevant records relating to remote e-voting will be handed over to Shalini Chawla, Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.
9. This report is issued in accordance with the terms of the Engagement Letter.

**Restriction on Use**

10. This report has been issued at the request of the Company for (i) placing on website of the Company and (ii) website of share transfer agent namely RCMC Share Registry Private Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thank You

Your faithfully,



**V. Viswanathan**  
Practicing Company Secretaries  
Membership No. A2101/CP10348

**Partner**

Gopimohan Satheesan & Associates

Place: Thiruvananthapuram

Date: 1/06/2023

UDIN: A002101E000442013

Countersigned by:  
For EICL Limited



SURESH KUMAR JAIN  
DIN 00003500  
Executive Director