



# MR & Associates

COMPANY SECRETARIES

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## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Thirty-Fifth Annual General Meeting (AGM) of the Members of PEERLESS FINANCIAL SERVICES LIMITED (CIN: U65993WB1988PLC044077), held on Wednesday, the 26th day of July, 2023 at 12:30 P.M. (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, 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 PEERLESS FINANCIAL SERVICES LIMITED (the Company) for the purpose of Scrutinizing the process of voting through remote e-voting as well as venue voting on the date of the AGM on the resolutions contained in the notice dated May 22, 2023 ("Notice") issued in accordance with the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") which permitted convening the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act"), the AGM of the Company is being held through VC/OAVM. The AGM was convened on Wednesday, 26<sup>th</sup> July, 2023 at 12:30 P.M. IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated May 22, 2023. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting at the AGM) 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 resolutions proposed in the Notice of the AGM of Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting



- facility for voting through electronic means and the documents furnished to me electronically for my verification.
3. The Members holding equity shares as on the "cut-off date" i.e. July 19, 2023 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
  4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the Circulars issued by the Ministry of Corporate Affairs, the remote e-voting facility was kept open from Saturday, July 22, 2023 (10:00 A.M. IST) till Tuesday, July 25, 2023 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by NSDL.
  5. After the closure of remote e-voting at the AGM, the report on voting done on the date of the AGM electronically and the votes cast under remote e-voting prior to the AGM were unblocked and were counted.
  6. The votes cast through remote e-voting were unblocked in the presence of two witnesses who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
  7. Based on the results made available to me, 22 members have casted their votes either through remote e-voting facility and none of the members had casted its votes through e-voting during the AGM. The brief analysis of the results of the voting through Remote e-voting as well as venue voting during the AGM, based on the report generated by NDSL, scrutinized on test-check basis and relied upon by me, are as under:

**Item No. 1- Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	22	36587282	22	36587282	100.00
Dissent	0	0	0	0	0.00
Total	22	36587282	22	36587282	100.00
Abstain / Invalid	-	-	-	-	-



**Item No. 2 - Ordinary Resolution:**

To resolve not to re-appoint Mr. Bhargab Lahiri (DIN: 00043772), Director of the Company, retires by rotation at this Annual General Meeting, who though eligible, does not offer himself for reappointment and not to fill the vacancy so caused due to his retirement

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	22	36587282	22	36587282	100.00
Dissent	0	0	0	0	0.00
Total	22	36587282	22	36587282	100.00
Abstain / Invalid	-	-	-	-	-

**Item No. 3 – Ordinary Resolution:**

Appointment Mr. Supriyo Sinha (DIN: 07666744) as a Non-Executive Director of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	22	36587282	22	36587282	100.00
Dissent	0	0	0	0	0.00
Total	22	36587282	22	36587282	100.00
Abstain / Invalid	-	-	-	-	-

**Item No. 4 – Special Resolution**

Re-appointment of Mr. Abhishek Tantia (DIN: 07651661) as the Managing Director & Chief Executive Officer of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	21	36587272	22	36587272	100.00
Dissent	0	0	0	0	0.00
Total	21	36587272	22	36587272	100.00
Abstain / Invalid	1	10	-	-	-

8. Based on the foregoing, all the resolutions from 1 to 4 shall be deemed to have been passed with requisite majority.



All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

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

**Place : Kolkata  
Date : 26.07.2023**



MOHAN  
RAM  
GOENKA

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**[M R Goenka]  
Partner  
C P No.: 2551  
UDIN No.: F004515E000680102**

**Countersigned by:-**