

Scrutinizer's Report

[Pursuant to Section 230 and 232 read with Section 108 and 110 of the Companies Act, 2013 the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]

Date: 04-09-2022

To,

CA SANTINATH SARKAR

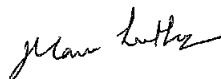
Chairperson appointed by the Hon'ble National Company Law Tribunal Kolkata Bench (NCLT), for the NCLT convened Meeting of the Equity Shareholders of GONERIL INVESTMENT & TRADING COMPANY LIMITED, vide Order dated July 13th 2022 in the Company Application CA (CAA) No. 54 (KB)/ 2022.

Madam,

Re: Report of Scrutinizer on the result of voting through Ballot Paper/ Remote E voting / Postal Ballot / Voting by E mail at the NCLT convened Meeting of the Equity Shareholders of GONERIL INVESTMENT & TRADING COMPANY LIMITED ("Meeting"), in pursuance of directions issued by the Kolkata Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated July 13th 2022.

I, **MANU LUTHRA**, Practicing Chartered Accountant, had been appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") to act as the Scrutinizer for the purpose of scrutinizing the voting process of vote cast through Ballot Paper/ Remote E Voting / Postal Ballot / Voting through Email at the Meeting of the NCLT convened Meeting of the Equity Shareholders of GONERIL INVESTMENT & TRADING COMPANY LIMITED ("Meeting") held physically on Saturday, September 3rd, 2022 on the below mentioned resolution, as contained in the Notice dated July 26th 2022 do hereby submit my report as under:

The compliance with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs (MCA) relating to voting and the Rules made thereunder, and NCLT Order dated July 13th 2022 relating to voting by the Equity Shareholders of GONERIL INVESTMENT & TRADING COMPANY LIMITED ("**Company**") on the Resolution contained in the Notice dated July 26th are the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through ballot paper / remote e voting / Postal Ballot / voting by



mail are conducted in a fair and transparent manner and to render a Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolution, based on the consolidated voting done by ballot paper/ remote e voting / postal ballot / voting by email received by me after the conclusion of the Meeting.

The result on the remote e voting the access of which was provided to me was downloaded by me as Scrutinizer upon conclusion of the meeting at 16.47 P.M

The Notice dated July 26TH 2022 along with the Explanatory Statement under section 102 of the Companies Act, 2013, Scheme of Amalgamation and other documents, convening the NCLT Convened Meeting of the Company, convened physically was sent through courier to all the Equity Shareholders of the Company whose name appeared in the list of shareholders as on July 22ND 2022. The Company has also given newspaper advertisement in FINANCIAL EXPRESS IN ENGLISH and Bengali translation thereof in AAJKAL edition on July 28TH 2022 informing the Equity Shareholders regarding the above mentioned NCLT convened Meeting and other incidental matters.

In terms of the Order dated July 13th 2022 the Company had provided the facility of voting on the resolution contained in the notice to be opted by the shareholders by one of the following mode :

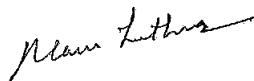
1. Through ballot paper during the Meeting:
2. Through remote e voting
3. Through Postal Ballot
4. Through Email conveying their assent / dissent .

The Company Personnel Confirmed that no Postal Ballot was received by from any shareholders on the resolution .

I further Confirm that no shareholders have sent their assent / dissent by email on the resolution contained in the notice .

In terms of the order dated July 13th 2022 the value of each shareholder shall be reckoned with his holding as on August 26th 2022.

The consolidated result on the voting is annexed separately to my report marked –
ANNEXURE - E.



The Attendance sheet together with the proxy form ,Board Resolution of Companies , identity proof of the shareholders , the Ballot Papers , the voting results compiled , the e voting results as downloaded from NSDL Portal are collectively annexed and marked – **ANNEXURE - E1.**

Place : KOLKATA

DATE : 04 – 09 –2022



MANU LUTHRA

SCRUTINIZER FOR THE MEETING

GENERIL INVESTMENT & TRADING COMPANY LIMITED

CONSOLIDATED VOTING RESULTS - ANNEXURE -- E

| Particulars | BALLOT PAPER | | | REMOTE VOTING | | | TOTAL | | | % of total number of valid votes cast |
|----------------------------------|---------------------------|--------------------------------------|-------------|---------------------------|--------------------------------------|-------------|---------------------------|--------------------------------------|-------------|---------------------------------------|
| | Equity Shareholders voted | No Of equity shares as on 26-08-2022 | No of Votes | Equity Shareholders voted | No Of equity shares as on 26-08-2022 | No of Votes | Equity Shareholders voted | No Of equity shares as on 26-08-2022 | No of Votes | |
| Voted in favor of the resolution | 9 | 3,12,841 | 3,12,841 | 1 | 30,000 | 30,000 | 10 | 3,42,841 | 3,42,841 | 100% |
| Voted against the resolution | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Total | 9 | 3,12,841 | 3,12,841 | 1 | 30,000 | 30,000 | 10 | 3,42,841 | 3,42,841 | 100% |
| Invalid Votes | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Abstained from voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

NOTE : NO VOTES WERE CAST BY POSTAL BALLOT AND ALSO BY EMAIL ON THE EMAIL ADDRESS GIVEN IN THE NOTICE .

Manu Kumar

GONERIL INVESTMENT & TRADING COMPANY LIMITED
VOTING RESULTS OF THE MEETING HELD ON 03RD SEPTEMBER, 2022
THROUGH BALLOT PAPER AT THE VENUE OF THE MEETING

| SL.NO | BALLOT SL.NO | FOLIO NO | NAME OF THE SHAREHOLDER | ADDRESS OF THE SHAREHOLDER | NO OF SHARES HELD AS ON 26-08-2022 | PERSON/ PROXY | VOTED | VOTED FOR | VOTED AGAINST | INVALID / DEFECTIVE | ABSTAINED FROM VOTING |
|-------|--------------|----------------------|----------------------------|---|------------------------------------|---------------|-------|-----------|---------------|---------------------|-----------------------|
| 1 | 1 | IN301250 28187314 | ANITA HIMATSINGKA | 6, OLD POST OFFICE STREET, KOLKATA-700 001 | 1,05,940 | PROXY | YES | YES | X | X | X |
| 2 | 2 | IN300118 11775206 | SUSHEEL SHARMA | 53A, MOTILAL NEHRU ROAD, KOLKATA-700 029 | 100 | PERSON | YES | YES | X | X | X |
| 3 | 3 | IN301330 21690072 | RAKESH SHAURYA VEER | 6, OLD POST OFFICE STREET, KOLKATA-700 001 | 12,900 | PROXY | YES | YES | X | X | X |
| 4 | 4 | IN301250 28771632 | SHAJRYA HIMATSINGKA | 6, OLD POST OFFICE STREET, KOLKATA-700 001 | 1,17,590 | PROXY | YES | YES | X | X | X |
| 5 | 5 | 502 | SUJAY GHOSH | C. R. DAS SARANI, BALLY, HOWRAH-711 227 | 100 | PERSON | YES | YES | X | X | X |
| 6 | 6 | 503 | ABIN DAM DEY SARKAR | SHAKTIPUR , KOLKATA - 700109 | 100 | PERSON | YES | YES | X | X | X |
| 7 | 7 | 504 | BIJENDRA KANORIA | 9, MUKHRAM KANORIA ROAD, HOWRAH-711 102 | 100 | PERSON | YES | YES | X | X | X |
| 8 | 8 | IN301250 28187242 | RAKESH HIMATSINGKA | 6, OLD POST OFFICE STREET, 4TH FLOOR, KOLKATA-700 001 | 33,074 | PROXY | YES | YES | X | X | X |
| 9 | 9 | IN301330 22171951 | RIDDHIMA S. V. HIMATSINGKA | 6, OLD POST OFFICE STREET, 4TH FLOOR, KOLKATA-700 001 | 42,937 | PROXY | YES | YES | X | X | X |
| | | | | TOTAL | 3,12,841 | | | | | | |

Manu Dutta

GONERIL INVESTMENT & TRADING COMPANY LIMITED
VOTING RESULTS OF THE MEETING HELD ON 03RD SEPTEMBER, 2022
THROUGH REMOTE E VOTING AS DOWNLOADED FROM NSDL PORTAL

| SL.NO | USER ID | NAME OF THE SHAREHOLDER | ADDRESS OF THE SHAREHOLDER | NO OF SHARES HELD AS ON 26-08-2022 | NO OF VOTES | VOTED FOR | VOTED AGAINST | INVALID / DEFECTIVE | ABSTAINED FROM VOTING |
|-------|----------------------|-------------------------|---|------------------------------------|-------------|-----------|---------------|---------------------|-----------------------|
| 30 | IN301330 22171349 | MAALIKA HIMATISINGKA | 6, OLD POST OFFICE STREET, KOLKATA- 700 001 | 30,000 | 30,000 | YES | X | X | X |

Manu Kumar

CONSOLIDATED RESULT ON THE VOTING (INCLUDING VOTING BY BALLOT PAPER AT VENUE , REMOTE E VOTING , POSTAL BALLOT AND VOTING ON THE RESOLUTION BY E MAIL) BY THE EQUITY SHAREHOLDERS OF GONERIL INVESTMENT & TRADING COMPANY LIMITED HELD ON SATURDAY 03RD SEPTEMBER,2022 AT 3.00 P.M AT AUDITORIUM of BENGAL NATIONAL CHAMBER OF COMMERCE AND INDUSTRY at 01ST FLOOR , 23 SIR R.N.MUKHERJEE ROAD , KOLKATA – 700001 AS PER THE DIRECTIVES OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL , KOLKATA BENCH .

DATE OF DECLARATION: 05-09-2022 AT 3.00 P.M

The Consolidated Voting result on the Resolution proposed in the notice convening the meeting as forwarded to me by the Scrutinizer appointed for the meeting :

GIST OF THE RESOLUTION

To consider and approve the Scheme of Amalgamation of FUNDFLOW INVESTMENT & TRADING COMPANY LIMITED - Transferor Company No 1 / Applicant No 1, JYOTSANA INVESTMENT COMPANY LIMITED – Transferor Company No 2/ Applicant No 2, KALLOL INVESTMENTS LIMITED – Transferor Company No 3 / Applicant No 3 , SUBARNA PLANTATION & TRADING COMPANY LIMITED – Transferor Company No 4 / Applicant No 4 (ALL TRANSFEROR COMPANIES) with GONERIL INVESTMENT & TRADING COMPANY LIMITED – Transferee Company / Applicant No 5 whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, 01st April,2020.

SANTINATH & ASSOCIATES

Chartered Accountants

181/2 Nagendra Nath Road

Kolkata - 700028

Ph No : 2500-0152

(M) : 9331052851

Email: sntnth_sarkar@yahoo.co.in

VOTING RESULTS

| SHAREHOLDERS IN THE COMPANY | NUMBER | SHARES |
|--|--------|----------|
| AS ON 26-08-2022 (A) | 42 | 5,04,500 |
| NO OF SHAREHOLDERS VOTED ON THE RESOLUTION (VALID VOTES) | | |
| AT THE VENUE OF THE MEETING BY BALLOT PAPERS | 9 | 3,12,841 |
| BY REMOTE E VOTING | 1 | 30,000 |
| BY POSTAL BALLOT | NIL | NIL |
| BY E MAILING | NIL | NIL |
| TOTAL (B) | 10 | 3,42,841 |
| % OF B TO A | 23.81% | 67.96% |
| VOTED IN FAVOUR OF THE RESOLUTION | | |
| BY BALLOT PAPER | 9 | 3,12,841 |
| BY REMOTE E VOTING | 1 | 30,000 |
| BY POSTAL BALLOT | NIL | NIL |
| BY E MAILING | NIL | NIL |
| TOTAL (C) | 10 | 3,42,841 |
| % OF C TO B | 100 % | 100% |
| VOTED AGAINST THE RESOLUTION | | |
| BY BALLOT PAPER | NIL | NIL |
| BY REMOTE E VOTING | NIL | NIL |
| BY POSTAL BALLOT | NIL | NIL |
| BY E MAILING | NIL | NIL |
| TOTAL (D) | NIL | NIL |
| % OF D TO B | NIL | NIL |
| INVALID VOTES | | |
| BY BALLOT PAPER | NIL | NIL |
| BY REMOTE E VOTING | NIL | NIL |
| BY POSTAL BALLOT | NIL | NIL |
| BY E MAILING | NIL | NIL |

PLACE : KOLKATA

DATE : 05 / 09 / 2022



CA SANTINATH SARKAR
CHAIRPERSON

APPOINTED BY THE HON'BLE NCLT