



**V. PATODIA & CO.**

Company Secretaries

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**Report of Scrutinizer on E-Voting and Postal Ballot Process**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Date: 23.09.2019

To,  
Mr. Sanjeet Kumar Singh  
Company Secretary  
Nakamichi Securities Limited  
Binoy Bhawan, 4<sup>th</sup> Floor  
27B, Camac Street  
Kolkata-700016

Dear Sir,

**Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.**

The Board of Directors of Nakamichi Securities Limited ('the Company') have vide resolution passed on 8<sup>th</sup> August, 2019 decided to provide to the members of the Company, a facility to exercise their voting rights on the resolutions for:

- a. Voluntary Delisting of Equity Shares of the Company from Calcutta Stock Exchange.

Pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the companies (Management and Administration) Rules, 2014.

I, Vishal Patodia, Company Secretary in Practice having membership no. FCS 8526, CP 9971 and Proprietor of V. Patodia & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 8<sup>th</sup> August, 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot Process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

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 means and postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizer report of the votes "in favour" or "against" the resolution stated above, based on the postal ballots received by the company & reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 19<sup>th</sup> August, 2019 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.



The members of the Company holding shares on the cut off date i.e. 9<sup>th</sup> August, 2019 were entitled to vote on the resolutions proposed and as set out in the Postal ballot Notice.

In this regard, I submit my report as under

1. The e-voting period remained open from Wednesday, 21<sup>st</sup> August, 2019 (9:00 AM) to Thursday, 19<sup>th</sup> September, 2019 (5:00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL ([www.evotingindia.com](http://www.evotingindia.com)).
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The company despatched postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 9<sup>th</sup> August, 2019 and whose email ids were not registered for e- voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on Thursday, 21<sup>st</sup> September, 2019 at 6:00 PM in my presence.
8. The Postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the register of Member of the company / list of beneficiaries as on 9<sup>th</sup> August, 2019 being the cut-off date for dispatch of postal ballot notice.
9. All postal ballot forms received upto the close of working hours i.e. 6:00 PM on Thursday, 19<sup>th</sup> August, 2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received after 19<sup>th</sup> August, 2019 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours on Thursday, 21<sup>st</sup> September, 2019.
11. I did not find any defaced or mutilated ballot paper. There were few postal ballot forms which were not related to the Company as well there were few photocopies of the postal ballot forms which were considered as invalid.
12. The particular of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

**1. A Summary of the E-voting and Postal Ballot process is given below**

Sr. No.	Particulars	No. of Postal Ballot forms / e-voting options	No. of shares
(a)	1. Total postal ballot forms received	4	189900
	2. Total E-voting options received	8	409000
	Total (1+2)	12	598900
(b)	Less: Invalid postal Ballot Forms	0	0





17. **Result:** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

For V. Patodia & Co.  
Practising Company Secretary

*V. Patodia*

CS Vishal Patodia, FCS  
Proprietor  
M.No. F 8526  
CP. No. 9971

