

**SCRUTINIZER'S REPORT**

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

NAME OF THE COMPANY	Antarctica Limited
MEETING	27 <sup>th</sup> Annual General Meeting
DATE & TIME	Monday, 30 <sup>th</sup> September, 2019 at 11:00 a.m.
VENUE	Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata - 700 009

**1. Appointment of Scrutinizer**

I was appointed as the Scrutinizer for the remote e-Voting as well as Poll conducted at the 27<sup>th</sup> Annual General Meeting (27<sup>th</sup> AGM) of Antarctica Limited (hereinafter referred to as the Company) held on Monday, 30<sup>th</sup> September, 2019 at 11:00 a.m. at Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata - 700 009.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under; (ii) the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-Voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolutions contained in the Notice dated Saturday, 6<sup>th</sup> July, 2019.

**2. Dispatch of Notice convening the Meeting**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM on Friday, 6<sup>th</sup> September, 2019 by Courier to 12,000 members in physical form.



The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Echo of India" and in a Bengali newspaper "Arthik Lipi" having wide circulation, in their respective editions dated Saturday, 7<sup>th</sup> September, 2019.

3. Cut-off date

The Voting rights were reckoned as on Monday, 23<sup>rd</sup> September, 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and poll at the meeting.

4. Remote e-Voting

4.1 Agency:

The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting

Remote e-Voting platform was open from 09:00 a.m. on Friday, 27<sup>th</sup> September, 2019 to 05:00 p.m. on Sunday, 29<sup>th</sup> September, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by NSDL.

5. Voting through Poll at the AGM:

5.1 The Company had provided the facility for voting through Poll at the AGM and members, who have not cast their vote by remote e-Voting were allowed to exercise their right to vote at the meeting.

5.2 The polling papers in Form MGT-12 as per Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders casted their votes in the ballot box kept at convenient place in the venue.

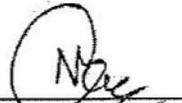


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6. Counting Process:

- 6.1 On completion of voting the locked ballot box was subsequently opened by me and the poll paper was diligently scrutinized. The poll paper was reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 6.2 No poll paper was found defective.
- 6.3 The votes cast through remote e-Voting were unblocked on Monday, 30<sup>th</sup> September, 2019 around 12:00 noon in the presence of two witnesses namely Mr. Netai Das and Mr. T.C. Jain who are not in the employment of the Company.

  
\_\_\_\_\_  
Netai Das  
Witness : 1

  
\_\_\_\_\_  
T.C. Jain  
Witness : 2

7. Results:

- 7.1 I observed that
  - (a) 3 members had cast their vote at the meeting.
  - (b) 17 members had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of 27<sup>th</sup> AGM dated 6<sup>th</sup> July, 2019 is as under:-







Ordinary Business

Item No. 1 – Adoption of the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon - Ordinary Resolution

(i) Voted in favour of the resolution.

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E-Voting	15	35,131,560	99.9885
Poll at AGM	3	4,020	0.0114
<b>Total (remote e- voting + poll at AGM)</b>	<b>18</b>	<b>35,135,580</b>	<b>99.9999</b>

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E-Voting	2	11	0.0001
Poll at AGM	0	0	0
<b>Total (remote e- voting + poll at AGM)</b>	<b>2</b>	<b>11</b>	<b>0.0001</b>

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
<b>Total (remote e-voting + poll at AGM)</b>	<b>0</b>	<b>0</b>



Item No. 2 – Appointment of Director in place of Mr. Rohit Kuthari (DIN: 00679976), who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	15	35,131,560	99.9885
Poll at AGM	3	4,020	0.0114
<b>Total (remote e-voting + poll at AGM)</b>	<b>18</b>	<b>35,135,580</b>	<b>99.9999</b>

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	2	11	0.0001
Poll at AGM	0	0	0
<b>Total (remote e-voting + poll at AGM)</b>	<b>2</b>	<b>11</b>	<b>0.0001</b>

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
<b>Total (remote e-voting + poll at AGM)</b>	<b>0</b>	<b>0</b>



**Special Business**

**Item No. 3 – Appointment of Mr. Panchu Gopal Chatterjee (DIN: 08502545) as a Non-Executive & Independent Director of the Company- Ordinary Resolution**

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	15	35,131,560	99.9885
Poll at AGM	3	4,020	0.0114
<b>Total (remote e- voting + poll at AGM)</b>	<b>18</b>	<b>35,135,580</b>	<b>99.9999</b>

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E- Voting	2	11	0.0001
Poll at AGM	0	0	0
<b>Total (remote e- voting + poll at AGM)</b>	<b>2</b>	<b>11</b>	<b>0.0001</b>

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
<b>Total (remote e-voting + poll at AGM)</b>	<b>0</b>	<b>0</b>



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**Item No. 4 – Appointment of Mr. Ramesh Chandra Bhowmick (DIN: 08502539) as a Non-Executive & Independent Director of the Company- Ordinary Resolution**

(i) Voted in favour of the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E-Voting	15	35,131,560	99.9885
Poll at AGM	3	4,020	0.0114
<b>Total (remote e- voting + poll at AGM)</b>	<b>18</b>	<b>35,135,580</b>	<b>99.9999</b>

(ii) Voted against the resolution

Particulars (remote e-voting/ poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + poll at AGM)
Remote E-Voting	2	11	0.0001
Poll at AGM	0	0	0
<b>Total (remote e- voting + poll at AGM)</b>	<b>2</b>	<b>11</b>	<b>0.0001</b>

(iii) Invalid Votes

Particulars (remote e-voting/ poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
<b>Total (remote e-voting + poll at AGM)</b>	<b>0</b>	<b>0</b>



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*Sweety Kapoor*

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8. Based on the aforesaid results, I report that four Ordinary Resolutions as contained in Item No. 1 to Item No. 4 of the Notice dated 6<sup>th</sup> July, 2019 have been passed with requisite majority.
9. The poll paper and all other relevant records is in my custody and will be handed over to the Company Secretary for safe keeping after the Chairman considers, approves and signs the minutes.

Place: Kolkata  
Date: 30/09/2019



*Sweety Kapoor*  
**SWEETY KAPOOR**  
Practising Company Secretary  
FCS - 6410; COP - 5738

Counter Signed by

*Rohit Kuthari*

**Rohit Kuthari**  
Whole-time Director  
DIN: 00679976

