

# Harikrishnan R

Company Secretary

C.P. No: 3132

"VASUDEV", T.C. 2/296, PILLAVEEDU NAGAR, KESAVADASAPURAM, PATTOM P O, TRIVANDRUM-695004, KERALA

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## FORM NO MGT -13

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 2014 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

NAME OF THE COMPANY	Tecil Chemical And Hydro Power Limited
MEETING	Extra-Ordinary General Meeting
DATE & TIME	23 <sup>rd</sup> February, 2018 at 03.00 P.M.
VENUE	P.O. Chingavanam, Dist. Kottayam, Kerala-686531

Dear Sir,

1. I, **Harikrishnan R**, Practicing Company Secretary, Vallolil, T.C-12/440, Plamoodu, Pattom, Trivandrum-695004, Kerala, was appointed as Scrutinizer by the Board of Directors of **Tecil Chemical And Hydro Power Limited** ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the Extra-Ordinary General Meeting of the Equity Shareholders of the Company held on 23<sup>rd</sup> February, 2018 at 03.00 P.M. at **Hotel Aida, Main Central Road, Dist. Kottayam, Kerala-686001** submit my report as under:

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

The Notice dated 19<sup>th</sup> January, 2018 along with statement stating out material facts under Section 102 of the Act were sent to the shareholders on 1<sup>st</sup> February, 2018 in respect of the below mentioned resolutions proposed at an Extra-Ordinary General Meeting of the Company.



### 3. Cut-off Date

The Remote E-Voting period begins on Monday, 19<sup>th</sup> February, 2018 at 09:00 A.M. and will end on Thursday, 22<sup>nd</sup> February, 2018 at 05:00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16<sup>th</sup> February, 2018, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.

### 4. Remote e-voting:

(i) Agency

The Company has engaged the services of Central Depository Services Limited (CDSL) as authorized agency to provide Remote E-Voting Facility.

(ii) Remote e-voting:

The Remote E-Voting Platform was open from 09:00 A.M. on Monday, 19<sup>th</sup> February, 2018 and upto 05:00 P.M. on Thursday, 22<sup>nd</sup> February, 2018 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-Voting platform provided by Central Depository Services Limited (CDSL).

### 5. Voting at the EGM

(i)

Members present in person/through authorized representatives	44
Members present but did not participate in Poll as they had exercised their votes through E-voting-	2
Members present but did not participate in Poll and also did not had exercised their votes through E-voting-	NIL
Members who cast vote through Poll (including Members with multiple folio and shares held in joint names)	42

(ii) After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.

(iii) The locked ballot box was carried by me to Trivandrum and was opened at my office on 24<sup>th</sup> February, 2018 and the poll papers were taken out and subsequently opened in my presence and they were diligently scrutinized in the presence of two witnesses. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



*Manju L*

Name: Ms. Manju L

*Saritha Ajith*

Name: Ms. Saritha Ajith

The vote cast through remote e-voting were unblocked on 22<sup>nd</sup> February, 2018 at around 05.00 P.M. in presence of above mentioned two witnesses who were not in the employment of the Company.

- (iv) Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted “for” or “Against” were downloaded from the E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)
- (v) The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting through Poll at the Meeting on the Resolutions contained in the Notice of an Extra-Ordinary General Meeting. My responsibility as Scrutinizer for the remote e-voting and voting through Poll at the meeting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the Resolutions.

The combined result of remote E-voting and poll is as under:

### VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Date of the EGM</b>	23 <sup>rd</sup> February, 2018
<b>Total number of shareholders on record date</b>	22289
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	1
Public:	43
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NIL
Public:	NIL



## Resolution No. 1

To alter the object clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution required :				SPECIAL RESOLUTIONS				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8815092	8815092	100	8815092	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>88,15,092</b>	<b>88,15,092</b>	<b>100</b>	<b>88,15,092</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	1718600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>17,18,600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	8442608	210470	2.50	210470	0	100	0
	Poll		26480	0.31	26480	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>84,42,608</b>	<b>236950</b>	<b>2.81</b>	<b>236950</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>189,63,700</b>	<b>90,52,042</b>	<b>47.73</b>	<b>90,52,042</b>	<b>0</b>	<b>100</b>	<b>0</b>



## Resolution No. 2

To appoint Mr. Toby Antony as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution required :				<b>ORDINARY RESOLUTION</b>				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8815092	8815092	100	8815092	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>88,15,092</b>	<b>88,15,092</b>	<b>100</b>	<b>88,15,092</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	1718600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>17,18,600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	8442608	210470	2.50	210470	0	100	0
	Poll		26480	0.31	26480	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>84,42,608</b>	<b>236950</b>	<b>2.81</b>	<b>236950</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>189,63,700</b>	<b>90,52,042</b>	<b>47.73</b>	<b>90,52,042</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution No. 3**

To appoint Mr. Madhavan Thundil Biju as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).

Resolution required :				<b>ORDINARY RESOLUTION</b>				
Whether promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8815092	8815092	100	8815092	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>88,15,092</b>	<b>88,15,092</b>	<b>100</b>	<b>88,15,092</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	1718600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>17,18,600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	8442608	210470	2.50	210470	0	100	0
	Poll		26480	0.31	26480	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>84,42,608</b>	<b>236950</b>	<b>2.81</b>	<b>236950</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>189,63,700</b>	<b>90,52,042</b>	<b>47.73</b>	<b>90,52,042</b>	<b>0</b>	<b>100</b>	<b>0</b>



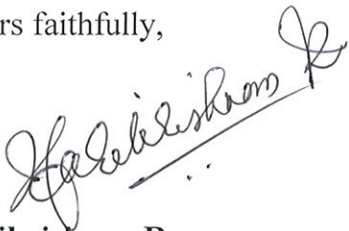
## RESULT SUMMARY

Sl. No	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGANIST (%)
1.	To alter the object clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).	Special Resolution	100	0
2.	To appoint Mr. Toby Antony as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).	Ordinary Resolution	100	0
3.	To appoint Mr. Madhavan Thundil Biju as Regular Director Designated as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolutions with or without modification(s).	Ordinary Resolution	100	0

The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,



**Harikrishnan R**

**Practicing Company Secretary**



**Shaji K Mathew**

**Chairman**

Place: Trivandrum

Date: 25<sup>th</sup> February, 2018