



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 34th Annual General Meeting (AGM) of the Members of PEERLESS FINANCIAL SERVICES LIMITED (CIN: U65993WB1988PLC044077), held on Wednesday, the 31st day of August, 2022 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 (i) voting through remote e-voting (i.e., voting prior to AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting at the AGM (process of e-voting on the day of the AGM through electronic voting system) on the resolutions contained in the notice dated June 2, 2022 ("Notice") issued in accordance with the Ministry of Corporate Affairs ("MCA") has, Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 , Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 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, 31st August, 2022 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 June 02, 2022. 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. August 24, 2022 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, August 27, 2022 (10:00 A.M. IST) till Tuesday, August 30, 2022 (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 at the AGM electronically and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness 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, 23 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 facility and e-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, 2022 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	23	36589286	23	36589286	100.00
Dissent	0	0	0	0	0.00
Total	23	36589286	23	36589286	100.00
Abstain / Invalid	0	0	-	-	-



Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mr. Asoke Kumar Mukhuty, Director (DIN:00173745), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	22*	36587836*	22	36587836	100.00
Dissent	0	0	0	0	0.00
Total	22	36587836	22	36587836	100.00
Abstain / Invalid	1	1450	1	1450	-

*Mr. Asoke Kumar Mukhuty being interest in the said resolution, so his votes had been not taken into abstained.

Item No. 3 – Ordinary Resolution:

To appoint M/s. S. N. Kulkarni & Co., Chartered Accountants (Firm Registration no.: 105441W) as Statutory Auditors of company and to fix their remuneration

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	23	36589286	23	36589286	100.00
Dissent	0	0	0	0	0.00
Total	23	36589286	23	36589286	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 4 – Special Resolution

Re-appointment of Mr. Deepak Mukerjee (DIN: 00046690) as an Independent Director of the Company

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	23	36589286	23	36589286	100.00
Dissent	0	0	0	0	0.00
Total	23	36589286	23	36589286	100.00
Abstain / Invalid	0	0	-	-	-



Item No. 5 – Ordinary Resolution**Appointment of Mr. Deepankar Bose (DIN: 09450920) as an Independent Director of the Company**

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	23	36589286	23	36589286	100.00
Dissent	0	0	0	0	0.00
Total	23	36589286	23	36589286	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 6 – Special Resolution**Increasing the Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013 upto 100 Cr.**

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	23	36589286	23	36589286	100.00
Dissent	0	0	0	0	0.00
Total	23	36589286	23	36589286	100.00
Abstain / Invalid	0	0	-	-	-

Item No. 7 – Special Resolution**Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013**

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	23	36589286	23	36589286	100.00
Dissent	0	0	0	0	0.00
Total	23	36589286	23	36589286	100.00
Abstain / Invalid	0	0	-	-	-

8. Based on the foregoing, all the resolutions from 1 to 7 shall be deemed to have been passed Unanimously.



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.

Place : Kolkata
Date : 31.08.2022



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

MOHAN RAM
GOENKA

Digitally signed by MOHAN RAM GOENKA
DN: cn=Mohan Ram Goenka, o=MR & Associates,
ou=Company Secretaries, email=Mohan.Ram.Goenka@mrassociates.com, c=IN
Date: 2022.08.31 16:13:45 +05'30'

[M R Goenka]
Partner

C P No.: 2551

UDIN No.: F004515D000882414

Countersigned by:-