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# MADANLAL LIMITED

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Regd. Office :2, Clive Ghat Street, Kolkata-700 001 Tel: 91-33-2230 4571/72/73 Fax: 91-33-2248 7669/2243 4736.

Email : mkjrls@keventer.com ; Website: www.madanlal.in

CIN No.: L51909WB1983PLC036288

**Dated: 30<sup>th</sup> March, 2022**

**To,**  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata- 700 001

Dear Sir,

**Ref: Scrip Code: 10023074; ISIN No: INE041E01018**

**Sub: - Submission of Summary of Proceedings, Results of E-Voting and Scrutinizer's Report for the Extra-Ordinary General Meeting (EGM)**

Kindly note that the Extra-Ordinary General Meeting of the Company was duly convened and held on 29<sup>th</sup> March, 2022 at 10.30 a.m.

In this regard, please find enclosed the following:

1. Summary of Proceedings of the Extra-Ordinary General Meeting of the Company held on 29<sup>th</sup> March, 2022, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015;
2. Voting results in the prescribed format pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
3. Scrutinizer's Report dated 29<sup>th</sup> March, 2022 submitted by Mr. Mohan Ram Goenka, Practicing Company Secretary, Kolkata (CP No. 2551), Scrutinizer appointed to conduct the e-voting process.

This is for your information and records.

Kindly acknowledge the receipt of this letter and oblige.

Thanking You,

Yours faithfully,  
**For Madanlal Limited**



**Radhe Shyam Khetan**  
**Director (DIN: 01188712)**

**Encl: As above**

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## **Summary of the Proceedings of Extra-Ordinary General Meeting**

The Extra-Ordinary General Meeting of Madanlal Limited was held on Tuesday, the 29<sup>th</sup> day of March, 2022 at 10:30 AM at its Registered office at 2, Clive Ghat Street, 'Sagar Estate', Kolkata - 700001.

Mr. Radhe Shyam Khetan, Director (DIN: 01188712) took the Chair and presided over the meeting in terms of Articles of Association of the Company.

The details of shareholders present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In person	9	3	12
Through Proxy	-	-	-
Video Conference	-	-	-
Total	9	3	12

The Chairman informed the Members that the requisite quorum was present and called the meeting to order. The quorum was present throughout the meeting.

The Chairman then informed that the statutory registers and other documents as referred to in the Notice of the Extra-Ordinary General Meeting were available for inspection during the meeting.

With the consent of the members, the Notice convening the Extra-Ordinary General Meeting along with the related documents were taken as read.

The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014, the Company had extended the facility to vote electronically on all resolutions set forth in the Notice for the Extra-Ordinary General Meeting of the Company from a place other than the venue of the Meeting i.e. remote e-voting. The remote e-voting period commenced on Saturday, 26<sup>th</sup> March, 2022 (9.00 A.M. IST) and ends on Monday, 28<sup>th</sup> March, 2022 (5.00 P.M. IST).

There was voting through ballot papers at the venue of the meeting.

He also informed that the Company had appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, as the Scrutinizer for scrutinizing the e-voting process (remote e-voting and voting through ballot forms) in a fair and transparent manner.

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Thereafter, the following resolution as set out in the Notice convening the Extra-Ordinary General Meeting was proposed and seconded by the members:

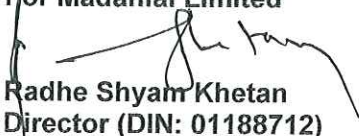
SPECIAL BUSINESS		
1.	ISSUE OF 9950 NOS. OF 0% UNSECURED OPTIONALLY CONVERTIBLE DEBENTURES OF RS. 1,00,000/- (RUPEES ONE LAKH ONLY) EACH AT PAR	Special Resolution

After Item No. 1 was passed by the members, the Chairman then invited the members to raise any query, if any, regarding the matter. No queries were raised.

The Chairman announced that the Scrutinizer's Report shall be submitted to the Chairman within two days from the date of the Extra-Ordinary General Meeting and shall also be submitted to the Stock Exchange within the prescribed time.

The meeting concluded at 10.50 A.M. with a vote of thanks to the Chairman.

For Madanlal Limited

  
Radhe Shyam Khetan  
Director (DIN: 01188712)

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Details of Voting Results at the Extra-Ordinary General Meeting	
Date of the EGM	29 <sup>th</sup> March, 2022
Total number of shareholders on cut-off date (22 <sup>nd</sup> March, 2022)	48
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	9 3
No. of shareholders attended the meeting through video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

## Agenda-wise disclosure

### Resolution 1:

### ISSUE OF 0% UNSECURED OPTIONALLY CONVERTIBLE DEBENTURES

Resolution required: (Ordinary / Special)			Special					
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 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	5106550	5106550	100	5106550	-	100	-
	Poll	1083050	1083050	100	1083050	-	100	-
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>6189600</b>	<b>6189600</b>	<b>100</b>	<b>6189600</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non-Institutions	E-Voting	1611900	1611900	100	1611900	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>1611900</b>	<b>1611900</b>	<b>100</b>	<b>1611900</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Total</b>		<b>7801500</b>	<b>7801500</b>	<b>100</b>	<b>7801500</b>	<b>-</b>	<b>100</b>	<b>-</b>

For Madanlal Limited



Radhe Shyam Khetan  
Director (DIN: 01188712)

Mumbai: 77, Bajaj Bhawan, 7<sup>th</sup> Floor, 226, Nariman Point, Mumbai-400 021, Tel: 2288 5381/2/3, Fax :2281 4144.

New Delhi: J5A, Green Park Extn. New Delhi-110 016 Tel: 2619-7691 Fax: 2619-3290.



## MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

### CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during Extra-ordinary General Meeting)

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

To,

The Chairman of the Extra-ordinary General Meeting (EGM/01/2021-22) of the Members of Madanlal Limited (CIN: L51909WB1983PLC036288), held on Tuesday, 29th March, 2022 at 10.30 A.M. at the registered office of the company at Sagar Estate, 2 Clive Ghat Street, Kolkata 700001, West Bengal.

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 Madanlal Limited ('the Company') for the purpose of Scrutinizing the process of (i) remote e-voting and (ii) voting through ballot paper at the venue of the Extra Ordinary General Meeting (EGM), on the resolution contained in the notice dated March 1st, 2022 ("Notice"). The EGM was convened on Tuesday, 29th March, 2022 at 10:30 A.M at the registered office of the company at Sagar Estate, 2 Clive Ghat Street, Kolkata 700001, West Bengal.
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 remote e-voting facility and voting through ballot paper at the venue of the Extra Ordinary General Meeting (EGM) on the resolutions proposed in the Notice of EGM of the Members of the Company dated March 1st, 2022. My responsibility as a Scrutinizer for remote e-voting as well as voting through ballot paper on the date of the EGM 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 EGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me for my verification.



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3. The Members holding ordinary shares as on the "cut-off date" i.e. Tuesday, March 22<sup>nd</sup>, 2022 were entitled to vote on the resolutions proposed in the Notice calling EGM.
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 provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Saturday, 26th March, 2022 (09:00 a.m. IST) till Monday, 28th March, 2022 (5.00 p.m. IST) and the Company had also provided facility of voting through ballot paper at the venue of EGM to the shareholders present at EGM through VC / OAVM and who had not cast their vote earlier.
5. After the closure of voting at the EGM, the votes cast through ballot paper and the votes cast under remote e-voting facility prior to the EGM were unblocked in the presence of two persons who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and were counted.
6. Based on the results made available to me, 12 members have casted their votes through remote e-voting platform and 3 members had casted its votes through ballot paper at the venue of the Extra Ordinary General Meeting (EGM). The brief analysis of the results of the voting through Remote e-voting and through ballot paper at the venue of the Extra Ordinary General Meeting (EGM), based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

**Item No. 1 – Special Resolution:**

**ISSUE OF 0% UNSECURED OPTIONALLY CONVERTIBLE DEBENTURES.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Voting through ballot paper at the venue of EGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	12	6718450	3	1083050	15	7801500	100.00
Dissent	0	0	0	0	0	0	0.00
Total	12	6718450	3	1083050	15	7801500	100.00
Abstain / Invalid	0	0	0	0	-	-	-

7. Based on the foregoing, the above resolution shall be deemed to have been passed Unanimously.

Contd..p/3



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 EGM.

Thanking You,

For MR & Associates  
Company Secretaries

MOHAN RAM  
GOENKA

M R Goenka  
Partner  
CP No: 2551



Date: 29.03.2022

Place: Kolkata

UDIN : F004515C003261549

Countersigned by:-

For MADANLAL LIMITED

A handwritten signature in black ink, appearing to read "J. K. Singh".  
Director.