



# Poonamchand Kanojia & Co.

Company Secretaries  
Peer Reviewed Unit

## FORM No. MGT-13 Scrutinizer's Report

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

To,  
Mr. Somnath Khanderao Date  
Chairman for the Annual General Meeting of  
R M Drip and Sprinklers Systems Limited  
Registered Address  
Gat No. 475, Village Gonde,  
Taluka Sinnar Nashik Maharashtra 422113

**Subject: Scrutinizer's Report on voting through remote e-voting and electronic voting at the 19<sup>th</sup> AGM of the shareholders of the Company held on Saturday, September 30, 2023 at 11 A.M. (IST), (Commenced at 11 A.M.) through video conferencing ("VC") other audio-visual means "OVAM" in terms of provisions of the Companies Act, 2013 (hereinafter the "Act" read with the rules made there under and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "Listing Regulations")**

Dear Sir,

The 19<sup>th</sup> Annual General Meeting [AGM] of the members of R M Drip and Sprinklers Systems Limited (hereinafter referred as "the Company") held on Saturday, 30<sup>th</sup> September, 2023 at 11 A.M. (IST), pursuant to General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/ SEBI Listing Regulations"), the Annual General Meeting of the Company was conducted through VC/OAVM Facility, and the same did not require the physical presence of members at a common venue. The deemed venue for the 19<sup>th</sup> AGM is the Registered Office of the Company.

I Poonamchand Kanojia, Company Secretary, have been appointed by the Board of Directors of the Company as scrutinizer for the purpose of scrutinizing the remote e-voting process during the AGM and ascertaining the requisite majority on remote e-voting during the AGM carried out in terms of the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the (Companies Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting in a fair and transparent manner for the resolution(s) as contained in the Notice of the Annual General Meeting of the Company held on Saturday, 30<sup>th</sup> September 2023.

I submit my report as under:

The Management of the Company is responsible to ensure the compliance with the requirements of

- (i) the Companies Act, 2013 and the Rules framed thereunder;
- (ii) the Circulars and Notifications issued by the Ministry of Corporate Affairs ('MCA') from time-to-time; and
- (iii). The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') relating to remote e-voting and the voting by ballot paper at the Annual General Meeting on the resolutions contained in the AGM Notice.

My Responsibility as a scrutinizer for the remote e-voting during the AGM process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain/invalid", if any on the resolutions stated below, based on the reports generated from the e-voting system provided by Bigshare Services Pvt Ltd the authorized agency to provide remote e-voting facility, engaged by the Company.

1. The e-voting period commenced on Tuesday, 26<sup>th</sup> September, 2023 at 09:00 A.M (IST) and concluded on Friday, 29<sup>th</sup> September, 2023 to 5:00 P.M (IST) on <https://ivote.bigshareonline.com>;
2. The shareholders holding shares as on the "cut-off date" i.e. Saturday, 23<sup>rd</sup> September, 2023 were entitled to vote on the proposed resolutions stated in the Notice of AGM of the Company;
3. The details containing *inter alia*, list of the equity shareholders, who voted "for", "against" or "abstain" on each of the resolutions that were put to vote, were generated from e-voting website of Bigshare Services Pvt Ltd;
4. I submit a report on the basis of the votes exercised by the shareholders of the Company through remote e-voting prior to and during the AGM in respect of the said resolutions;

**Address: Laxman Niwas Shop No. 2 Plot No 344 Pitali Lane Danda Koliwada Khar West Mumbai 400092.**  
**Email: [poonamchandkanojia@gmail.com](mailto:poonamchandkanojia@gmail.com) | Contact: +91 9619418211**



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Resolution (1)								
<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon				
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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	3463339	346339	100.0000	346339	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	3463339	346339	100.0000	346339	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	9086661	318600	35.0624	318600	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	318600	35.0624	318600	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	1255000	664939	52.9828	664939	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				Yes				
<b>Description of resolution considered</b>				To appoint Director in place of Mr. Nivrutti Pandurang Kedar (DIN: 06980548) who retires by rotation as a Director and being eligible, offers himself for re-appointment				
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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	3463339	346339	100.0000	346339*	0	0.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0



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	<b>Total</b>	346333 9	34633 39	100.0000	0	0	0.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	908666 1	31860 00	35.0624	317800 0	8000	99.7489	0.2511
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	908666 1	31860 00	35.0624	317800 0	8000	99.7489	0.2511
<b>Total</b>	<b>Total</b>	125500 00	66493 39	52.9828	317800 0	8000	47.7942	0.1203
<b>Whether resolution is Pass or Not.</b>							Yes	

\*Please note that votes cast by Promoter / Promoter Group have not been considered and votes cast by only public shareholders have been considered for the results of e-voting for this resolution.

<b>Resolution (3)</b>								
<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				Appointment of M/s MASD & Co. LLP as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Prakash G. Pathak & Company, till the conclusion of the Annual General Meeting				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]* 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]* 100</b>	<b>(7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	346333 9	34633 39	100.0000	34633 39	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	346333 9	34633 39	100.0000	34633 39	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non</b>	<b>E-Voting</b>	908666 1	31860 00	35.0624	31860 00	0	100.0000	0.0000



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Institutions	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	12550000	6649339	52.9828	6649339	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Appointment of M/s MASD & Co. LLP as Statutory Auditors of the Company			
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	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	12550000	6649339	52.9828	6649339	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase In Authorised Share Capital of The Company				
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	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	12550000	6649339	52.9828	6649339	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and determine the fees for delivery of any document				
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	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0



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	<b>Total</b>	3463339	3463339	100.000 0	3463339	0	100.000 0	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	9086661	3186000	35.0624	3186000	0	100.000 0	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	3186000	35.0624	3186000	0	100.000 0	0.0000
<b>Total</b>	<b>Total</b>	1255000 0	6649339	52.9828	6649339	0	100.000 0	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

<b>Resolution (7)</b>								
<b>Resolution required: (Ordinary / Special)</b>					Special			
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>					No			
<b>Description of resolution considered</b>					Increase In Borrowing Limits			
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares</b>	<b>No. of votes in favour</b>	<b>No. of votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	3463339	3463339	100.000 0	3463339	0	100.000 0	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	3463339	3463339	100.000 0	3463339	0	100.000 0	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	9086661	3186000	35.0624	3186000	0	100.000 0	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	3186000	35.0624	3186000	0	100.000 0	0.0000
<b>Total</b>	<b>Total</b>	1255000 0	6649339	52.9828	6649339	0	100.000 0	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	



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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Power to create charge on the assets of the Company to secure borrowings pursuant to section 180 (1) (a) of The Companies Act, 2013				
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	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3463339	3463339	100.0000	3463339	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	3186000	35.0624	3186000	0	100.0000	0.0000
<b>Total</b>	<b>Total</b>	12550000	6649339	52.9828	6649339	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/bodies corporate				
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



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<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	3463339	3463339	100.000 0	3463339	0	100.000 0	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	3463339	3463339	100.000 0	3463339	0	100.000 0	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0.0000	0.0000
	<b>Poll</b>		0	0	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	9086661	3186000	35.0624	3186000	0	100.000 0	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	9086661	3186000	35.0624	3186000	0	100.000 0	0.0000
<b>Total</b>	<b>Total</b>	1255000 0	6649339	52.9828	6649339	0	100.000 0	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

5. A file containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is emailed to the company.
6. All the relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

**For Poonamchand Kanojia & Co  
Company Secretaries**

**Poonamchand Kanojia  
Proprietor  
Membership Number  
A61027  
COP Number 25658  
PRC: 2170/2022  
UDIN: A061027E001148509  
Date: 30<sup>th</sup> September 2023**

