



CPL Industries Limited

REGISTERED OFFICE : 14 TARATOLLA ROAD, KOLKATA - 700 088, INDIA
CIN : L74210WB1982PLC035417 Email ID: cplindustries19@gmail.com

10th January, 2024

The Secretary

The Calcutta Stock Exchange Association Ltd.

7 Lyons Range

Kolkata-700001

Dear Sir,

Sub: Voting Results and Scrutinizer's Report on Postal Ballot

Pursuant to the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 and the provisions of the Companies Act, 2013, we are submitting herewith the Scrutinizer's Report attached herewith on Remote e-Voting by way of postal ballot. We enclose herewith Voting Results including Scrutinizer's Report on Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to take the above information in your records

Yours Faithfully,

For CPL INDUSTRIES LIMITED

Aashika Agarwal

Aashika Agarwal

Company Secretary

Encl: As above

SHIVAM AGARWAL & ASSOCIATES

E-31A, 1st Floor, Jawahar Park, Laxmi Nagar New Delhi-110092

Mail: csshivamagarwal@gmail.com M.No:9873796405

Date: January 10, 2023

To,
The Board of Directors,
M/S CPL INDUSTRIES LTD
Add: 14 Taratolla Road
Kolkata-700088

Dear Sir's,

Sub:Passing of Resolution through Postal Ballot including Remote E-voting for Voluntary Delisting of Equity Shares of the Company from Calcutta Stock Exchange

Pursuant to the resolution passed by the Board of Directors of **CPL Industries Ltd** on **December 1, 2023**, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated **December 1, 2023**.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, Listed companies are required to provide e-voting facility to their shareholders, in respect of all shareholder resolutions to be passed through Postal Ballot. Since **CPL Industries LTD** falls within the requirements as specified in the Companies Act, 2013 and the above-mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

CPL Industries LTD accordingly has made arrangements with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-Voting. The company has also accordingly made arrangements to set up the e-Voting facility on the NSDL e-Voting website <https://www.evoting.nsdl.com>.

CPL Industries LTD has also uploaded the resolution together with the explanatory statement on which e- voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider, have been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated **December 1, 2023** sent to the shareholders by Courier Service. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of December 1, 2023.

I report that the Postal ballot Notice dated **December 1, 2023** under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders who held in physical form by Courier Service along with self-addressed pre paid Envelope.

I further report that as stated in the Notice sent to the shareholders, the Company had fixed, the January 9, 2023 (5:00 P.M.) as the last date for receipt of Postal Ballots and for E-voting.

As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA an advertisement was published by the Company in **The Echo of India** in English and **Arthik Lipi** in Bengali Newspaper on 9 December, 2023, informing about the completion of dispatch of the Postal Ballot Notices, by Courier Service to the shareholders along with other related matters mentioned therein.

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I report that I have received No Postal Ballot forms from the shareholders during the period starting from, December 11, 2023 till January 9, 2024.

Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders and also the votes exercised through Postal Ballot, which were duly scrutinized and processed. While the details of the e-voting was provided by the system provider namely NSDL, the compilation by the company, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favor, votes against and those votes which were rejected have been duly scrutinized.

On scrutiny, I report that 13 Shareholders have exercised their vote through e- voting. The details of polling results for the item placed for consideration by the members are given below:

Item No 1.Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, as amended, for the voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited where the shares of the company are listed.

Total No. of Shareholders	13		
Total no. of shares	1,09,970		
Receipt of Postal Ballot Forms	From December 11, 2023 till January 9, 2024		
		Number of Votes	Number of Shares
Total votes cast through e- voting	A	13	1,09,970
Total votes cast through Postal Ballot Forms Received	B	NIL	NIL
Grand Total of e- voting/ Postal Ballot Form (A+B)	C	13	1,09,970
Less: Invalid e- voting/ Postal Ballot Forms (On account of signature mismatch, for/ against option not indicated)	D	NIL	NIL
Net e- voting/ postal Ballot Forms (C-D)	E	13	1,09,970

Percentage of votes cast in favor: 100%, Percentage of votes cast against :NIL

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RESULTS: -

Hence, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated December 1, 2023 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as Special Resolution on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated December 1, 2023 and the Board Resolution dated December 1, 2023, any Director of the Company may declare and confirm the above results of voting by postal ballot in respect of the special resolution and also intimate to the stock exchange. The results of Postal Ballot together with this Report would be displayed on the website of NSDL and shall also be communicated by the Company to the Calcutta Stock Exchange Limited.

I further report that the provisions of Rule 22 of the Companies (Management and Administration) Rules 2014 have been duly complied by the Company and as per the said Rules, the records maintained by the Company including the data as obtained from NSDL - the System provider - for the e-voting facility recording the consent or otherwise received from the shareholders, ballot papers and other related papers are in my safe custody which shall be handed over to the Director of the Company.

NOTES: -

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is no case where the shareholder holding shares has voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No.22 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014.
- (iv) Summary of E-Voting/Postal Ballot Result is Annexed Separately to this Report.

For Shivam Agarwal & Associates
Company Secretaries

Shivam

Agarwal

ACS Shivam Agarwal

M.No: 49447

CP No. 17959

UDIN: A049447E003170620

Peer Review Certificate No: - 2536/2022

Digitally signed by Shivam

Agarwal

Date: 2024.01.10 15:34:53

+05'30'

Place: Kolkata

Date: 10.01.2024

SHIVAM AGARWAL & ASSOCIATES

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ANNEXURE

SUMMARY OF E-VOTING / POSTAL BALLOT RESULT

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought by way of E-voting / Postal Ballot for the following Special Resolution:

"RESOLVED THAT subject to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules framed thereunder), the Securities Contract (Regulation) Act, 1956 and the rules framed thereunder, Regulation 44 of SEBI and other applicable provisions of the SEBI (LODR) Regulations, 2015 entered with The Calcutta Stock Exchange Limited ('CSE'), The Securities And Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 or any amendment(s) or modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including Securities and Exchange Board of India, Reserve Bank of India, CSE, etc. while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") or persons authorized by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to voluntary delist the equity shares of the Company from The Calcutta Stock Exchange Limited i.e. the only stock exchange where the shares of the Company are presently listed after providing an exit opportunity to the existing shareholders as provided in the Delisting Regulation "

"RESOLVED FURTHER THAT the Board of Directors / persons authorized by the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things which they may consider proper and desirable to give effect to the aforesaid resolution, including making applications to the CSE seeking their in principle and final approval for the proposed voluntary delisting of the equity shares of the Company, which it may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited."

The Company had availed the e-voting facility offered by NSDL for conducting e-voting for the Shareholders of the Company. The Company has also provided voting by physical Postal Ballot Form along with a self-addressed postage pre-paid envelope to all the Shareholders of the Company. Further, the shareholders holding shares as on the "cut-off" date of December 1, 2023 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice dated December 1, 2023.

Accordingly, the e-voting period remained open from December 10, 2023 at 09:00 AM and ended on January 09, 2024 at 05:00 P.M and the E-voting module was disabled by the NSDL thereafter. Votes cast through physical Postal Ballot Forms received upto 05:00 PM of January 9, 2024 were considered.

Result of the voting conducted through e-voting / Postal Ballot on the Special Resolution is as under:

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Details of Agenda:

Resolution required: (~~Ordinary~~/Special)

Mode of voting: (~~Show of hands~~ / Poll / Postal Ballot / E-voting)

In case of Poll / ~~Postal~~ Ballot / E-voting:

Summary of result of E-voting / Postal Ballot

Sl. No.	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. Of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
1	Promoter & Promoter Group	1,83,330	98,880	53.93%	98,880	NIL	100%	NIL
2	Public – Others	62,720	11,090	17.68%	11,090	NIL	100%	NIL
3	TOTAL	2,46,050	1,09,970	44.69%	1,09,970	NIL	100%	NIL

Shivam Agarwal
Company Secretary
M.NO. 49447

Place: Kolkata

Date: January 10, 2024

SHIVAM AGARWAL & ASSOCIATES

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Details of Public Shareholders who cast their Votes in this Postal Ballot Notice for delisting matter

Sl. No	Name of Shareholder	No. of Shares Held	Favour	Against
1	AMITABHA KUMAR NAG	1000	1000	-
2	CHAMPA NAG	500	500	-
3	UMA SHANKAR GHOSH DASTIDAR	2000	2000	-
4	CHANDANA DASGUPTA	940	940	-
5	GAUTAM DASGUPTA	2900	2900	-
6	RAMBALAK MAHATO	250	250	-
7	SUBHANKAR BANERJEE	200	200	-
8	INDRANI BANERJEE	500	500	-
9	ARUP KUMAR BANERJEE	2800	2800	-

ShivamAgarwal
Company Secretary
M.NO. 49447

Place: Kolkata

Date: January 10, 2024

UDIN- **A049447E003170620**