



# CPL Industries Limited

REGISTERED OFFICE : 14 TARATOLLA ROAD, KOLKATA - 700 088, INDIA  
CIN : U74210WB1982PLC035417

Date: 06.05.2022

To,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata- 700001

Respected Sir/ Madam,

**Sub: Outcome of Postal Ballot Notice dated 25<sup>th</sup> March 2022**

This is to inform you that the shareholders of the Company have approved by way of special resolution passed through Postal Ballot ( e-voting only) the voluntary delisting of equity shares of the Company from the Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares of the Company are listed in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 & Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time (hereinafter called the "Delisting Regulations").

We are enclosing herewith the result under regulation 44(3) of the SEBI LODR Regulations and Scrutinizer Report for your records.

Thanking you.

Yours faithfully,  
**For CPL Industries Limited**

*Aashika Agarwal*

**Aashika Agarwal**  
Company Secretary & Compliance Officer  
Mem No. A36914

Encl: As above



# CPL Industries Limited

REGISTERED OFFICE : 14 TARATOLLA ROAD, KOLKATA - 700 088, INDIA  
CIN : L74210WB1982PLC03547

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

Date of Postal Ballot Notice	25.03.2022
Total number of shareholders on record date / cut-off date	93
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable Not Applicable

## Agenda- wise disclosure

Resolution:			Voluntary Delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares of the Company are presently listed					
Resolution required: (Ordinary/Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	183330	183330	100.00	183330	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	183330	183330	100.00	183330	0	100.00	0.00
Public- Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	0	-	-	-	-	-	-
Public- Non Institutions	E-Voting	62720	11090	17.68%	11090	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	62720	11090	17.68%	11090	0	100.00	0.00
Total		246050	194420	79.02%	194420	0	100.00	0.00

Result: Based on the aforesaid result, special resolution contained in the Postal Ballot Notice dated 25<sup>th</sup> March, 2022 is hereby passed with requisite majority.

**CPL INDUSTRIES LTD.**

Aashika Agarwal  
Company Secretary & Compliance Officer  
Mem No. A36914

Aashika Agarwal

COMPANY SECRETARY



**SCRUTINIZER'S REPORT**

[Pursuant to provision of Section 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date and to the extent applicable]

To  
The Chairman,  
CPL Industries Limited  
14 Taratolla Road, Kolkata- 700088

Sub: Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the notice dated 25<sup>th</sup> day of March, 2022 through Postal Ballot

Dear Sir,

I, S. K. Patnaik, Partner of Patnaik & Patnaik, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of CPL Industries Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 25<sup>th</sup> March, 2022 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated 8 April 2020 and 17/2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June, 2021, issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars").

1. The said appointment as Scrutinizer is under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.
2. **Management's Responsibility**  
The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
3. **Scrutinizer's Responsibility**  
My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from NSDL e-voting website <https://www.evoting.nsdl.com>, till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 4<sup>th</sup> May, 2022.



4. **Cut-off date**

The Members of the Company as on the "cut-off" date as set out in the Notice, i.e., 25<sup>th</sup> March, 2022 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

5. **Remote e-voting process**

- I. The remote e-voting period remained open from Tuesday, 5<sup>th</sup> April 2022 (9:00 a.m. IST) to Wednesday, 4<sup>th</sup> May, 2022 (5:00 p.m. 1ST).
  - II. The votes cast during the remote e-voting were unblocked on Wednesday, 4<sup>th</sup> May, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Miss. Meghna Ghosh Mazumder and Mr. Ravi Shankar Singh who are not in the employment of the Company.
  - III. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of NSDL, i.e., (<https://www.evoting.nsdl.com>). Based on the report generated relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated, scrutinized on test-check basis, and relied upon by me as under:

**Special Business:**

Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE") i.e., the only Stock Exchange where the equity shares of the Company are listed:-

**Special Resolution**

"RESOLVED THAT pursuant to (i) the letter dated 18.03.2022 received from Nurple Gases Private Limited forming part of the Promoters / Promoter Group of the Company, conveying their intention to voluntarily delist the equity shares of the Company from the CSE in accordance with the Securities and Exchange Board of India (Delisting Of Equity Shares), Regulations 2021 as amended from time to time ("Delisting Regulations"); and (ii) the approval of the Board of Directors of the Company in its meeting held on 25.03.2022 for the voluntary delisting of the equity shares of the Company from the CSE and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time and such other applicable provisions of the laws and receipt of the necessary approvals from CSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the Members of the Company





be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from CSE through acquisition of equity shares held by the Public Shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to CSE for seeking the in-principle and final approval for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any consultant, as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

(i) Voted in favour of the resolution

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	14	194420	100
Physical Postal Ballot Form	NIL	NIL	NIL

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Physical Postal Ballot Form	NIL	NIL	NIL



(iii) Invalid votes:

Mode of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-voting	NIL	NIL
Physical Postal Ballot Form	NIL	NIL

Summary:

Promoter/public	No. of Shares held	No. of votes polled	% of votes 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
Promoter and Promoter Group	183330	183330	100.00	183330	-	100.00	-
Public Institutional Holder	-	-	-	-	-	-	-
Public Others	62720	11090	17.68	11090	-	100.00	-
Total	246050	194420	79.02	194420	-	100.00	-

**Note:**

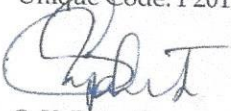
- The terms "Public Shareholders" and "Promoter Shareholders" have the same meaning as assigned to them under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and subsequent amendments thereto ("Delisting Regulations").
- The total valid votes cast by the Public Shareholders in favour of the proposed resolution are more than 2 times of the valid votes cast by the Public Shareholders against the resolution. In view of the above scrutiny, I hereby certify that the Special Resolution for the Delisting of Equity Shares of the Company as set out in notice dated 25<sup>th</sup> March, 2022 has been approved and passed by the requisite majority as required under regulation 11 of the Delisting Regulations.
- The Register, all other papers and relevant records relating to electronic voting shall remain in my custody until the Director considers, approves and signs the Minutes of the aforesaid Postal Ballot Result and thereafter the same will be handed over to the Director or any other person authorized by him in due course for safe keeping.



This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) NSDL and (iii) to be placed on website of the Company.

Thanking You,

Yours faithfully,  
For Patnaik & Patnaik  
Company Secretaries  
Unique Code: P2017WB064500



S. K. Patnaik  
Partner  
FCS No.: 5699, C.P. No.: 7117  
Peer Review Cert. No. 1688/2022  
UDIN: F005699D000272119

Place: Kolkata  
Date: 5<sup>th</sup> May, 2022

