

CONSOLIDATED SCRUTINIZER'S REPORT
OF
OCTAL CREDIT CAPITAL LIMITED
28TH ANNUAL GENERAL MEETING
HELD ON 29th September, 2020 AT 1.00 P.M.

SCRUTINIZER:

BABU LAL PATNI, PRACTISING COMPANY SECRETARY

51, NALINI SETT ROAD

5TH FLOOR, ROOM NO-19

KOLKATA-700007

COMPANY SECRETARY

**5TH FLOOR, ROOM NO. 19
KOLKATA - 700 007
TEL NO: 2259-7715/6
Email id:patnibl@yahoo.com**

CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
28th Annual General Meeting of the Members of OCTAL CREDIT CAPITAL
LIMITED
16A, Shakespeare Sarani, Unit II, 2nd Floor, Kolkata 700071

**28th Annual General Meeting of Equity Shareholders of of OCTAL CREDIT CAPITAL
LIMITED held on Tuesday the 29th day of September 2020 at 1.00 P.M. through Video
Conferencing ("VC") / Other Audio Visual Means ("OAVM").**

Dear Sir,

1. I, **Babu Lal Patni**, a Company Secretary in Practice, having FCS No: 2304 & COP No: 1321, have been appointed as a Scrutinizer by the Board of Directors OCTAL CREDIT CAPITAL LIMITED (the Company) at their Board Meeting held on 5th September, 2020 for the purpose of Scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the AGM (e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the Resolutions contained in the Notice to the AGM of the Equity Shareholders of the Company, held on Tuesday the 29th day of September 2020 at 1.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to voting through electronic means (i.e. by remote e-voting) and electronic voting during the AGM (e-voting) or the Resolutions contained in the Notice of the 28th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means i.e. remote e-voting and electronic voting during the AGM (e-voting) is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions as stated above, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (ie. remote e-voting and electronic voting during the AGM (e-voting).
3. In accordance with the Notice of the 28th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on 6th September, 2020 the voting period for remote e-voting on Saturday, 26th September, 2020 (9:00 A.M. IST) and ended on Monday, September 28, 2020 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter.

4. After declaration of e-voting during the AGM by the Chairman, the shareholders present at the AGM held through VC, e-voted through e-voting facility provided by NSDL during the AGM.
5. The Shareholders holding shares as on the “cut off” date i.e. 22nd September, 2020 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the notice of the 28th Annual General Meeting of Equity Shareholders of Octal Credit Capital Limited.
6. Since this AGM was held through VC / OAVM (Pursuant to the MCA Circulars dated 5th May, 2020 read with MCA circulars dated 13th April, 2020 and 8th April, 2020), physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members was not available for the 28th AGM.
7. As per the information given by the Company, the names of the Shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members, who were present at the AGM through VC and who not voted on remote e-voting, were allowed to cast their votes through e-voting system during the AGM.
8. Both remote e-voting and e-voting during the AGM were unblocked in the presence of two witness not in employment of the Company
9. I submit herewith my Consolidated Scrutinizer’s Report & relevant details on the results of voting through electronic means

Item No 1: ORDINARY RESOLUTION

To consider and adopt the Audited Annual Financial Statement (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Auditors and the Board of Directors thereon.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of valid votes	Nos	% of total number of valid votes	
Remote E-Voting	2923567	100	0	0	0
E-voting during AGM	0	0	0	0	0
Total	2923567	100	0	0	0

Item No 2: ORDINARY RESOLUTION

To appoint a Director in place Mr. Dilip Kumar Patni (DIN 01069986) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of	Nos	% of total	

		valid votes		number of valid votes	
Remote E-Voting	2923567	100	0	0	0
E-voting during AGM	0	0	0	0	0
Total	2923567	100	0	0	0

Item No 3: SPECIAL RESOLUTION

To Reappoint Mr. Arihant Patni (Din: 07210950) As Whole Time Director of the Company.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of valid votes	Nos	% of total number of valid votes	
Remote E-Voting	2923567	100	0	0	0
E-voting during AGM	0	0	0	0	0
Total	2923567	100	0	0	0

Item No 4: SPECIAL RESOLUTION

To reappoint Bijay Kumar Bagri (DIN 01408485) as Independent Director of the company for a second term of 3 years, not liable to retire by rotation.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of valid votes	Nos	% of total number of valid votes	
Remote E-Voting	2923567	100	0	0	0
E-voting during AGM	0	0	0	0	0
Total	2923567	100	0	0	0

Date of the AGM	September 29, 2020
Total Number of Shareholders on record date	982
No. of shareholders present in the meeting either in person or through proxy:	AGM through Audio Video Mode
No. of shareholders attended the meeting through Video Conferencing	43

ORDINARY BUSINESS

1. To consider and adopt the Audited Annual Financial Statement (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Auditors and the Board of Directors thereon.

Resolution Required: (Ordinary / Special)		Ordinary									
Whether promoter/promoter group are interested in agenda/resolution?		No.									
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	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil			
	Total	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil			
Public-Institutions	E-Voting	--	--	--	--	--	--	--			
	Total	--	--	--	--	--	--	--			
Public-Non Institutions	E-Voting	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil			
	Total	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil			
Total		50,00,900	29,23,567	58.46%	29,23,567	Nil	100%	Nil			



2. To appoint a Director in place of Mr. Dilip Kumar Patni (DIN 01069986) who retires by rotation and, being eligible, offers himself for reappointment

Resolution Required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in agenda/resolution?		YES						
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	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil
	Total	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil
Public-Institutions	E-Voting	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public- Non Institutions	E-Voting	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil
	Total	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil
Total		50,00,900	29,23,567	58.46%	29,23,567	Nil	100%	Nil



SPECIAL BUSINESS

3. To reappoint Mr. Arihant Patni (DIN: 07210950) as whole time director of the company

Resolution Required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in agenda/resolution?		YES						
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 (5)	% 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	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil
	Total	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil
Public-Institutions	E-Voting	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public- Non Institutions	E-Voting	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil
	Total	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil
Total		50,00,900	29,23,567	58.46%	29,23,567	Nil	100%	Nil



4. To reappoint Mr. Bijay Kumar Bagri (DIN: 01408485) as independent director of the company for a second term of 3 years, not liable to retire by rotation

Resolution Required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in agenda/resolution?		NO						
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	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil
	Total	13,42,100	13,42,100	100.00%	13,42,100	Nil	100%	Nil
Public-Institutions	E-Voting	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public- Non Institutions	E-Voting	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil
	Total	36,58,800	15,81,467	43.22%	15,81,467	Nil	100%	Nil
Total		50,00,900	29,23,567	58.46%	29,23,567	Nil	100%	Nil



5. To reappoint Mr. Shambhu Nath Jajodia (DIN: 00359900) as independent director of the company for a second term of 3 years, not liable to retire by rotation

Resolution Required: (Ordinary / Special)		Special					
Whether promoter/promoter group are interested in agenda/resolution?							
Category	Mode of Voting	No. of shares held	NO				
	(1)	(2)	(3) = [(2)/(1)] * 100				
	(4)	(5)	(6) = [(4)/(2)] * 100				
	(7) = [(5)/(2)] * 100						
Promoter and Promoter Group	E-Voting	13,42,100	100.00%	13,42,100	Nil	100%	Nil
	Total	13,42,100	100.00%	13,42,100	Nil	100%	Nil
Public-Institutions	E-Voting	--	--	--	--	--	--
	Total	--	--	--	--	--	--
Public- Non Institutions	E-Voting	36,58,800	43.22%	15,81,467	Nil	100%	Nil
	Total	36,58,800	43.22%	15,81,467	Nil	100%	Nil
Total		50,00,900	58.46%	29,23,567	Nil	100%	Nil

