

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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SCRUTINIZER'S REPORT

To
The Chairman
Jardine Henderson Limited
4, Dr. Rajendra Prasad Sarani
Kolkata - 700 001

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., *Company Secretaries*, Kolkata was appointed as the Scrutinizer in connection with the Postal Ballot process conducted by “**Jardine Henderson Limited**” (“Company”) in terms of MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31st December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021, MCA Circular No. 3/2022 dated 5th May, 2022, MCA Circular No. 11/2022 dated 28th December, 2022, MCA Circular No. 09/2023 dated 25th September, 2023 and MCA Circular No. 09/2024 dated 19th September, 2024 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting process through remote e-voting (“e-voting”) in a fair and transparent manner in terms of the resolutions of the Board of Directors of the Company dated 14th November, 2024.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of Postal Ballot dated 14th November, 2024. My responsibility as a scrutinizer for the voting process through e-voting is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolution, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (“CDSL”), the agency engaged by the Company to provide e-voting facility.

I submit my report as under:

- (a) The Company has completed dispatch of the Notice of Postal Ballot through electronic mode on 29th November, 2024 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on Friday, 22nd November, 2024.



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- (b) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (c) The e-voting period remained open from 09:00 A.M. IST on Sunday, 1st December, 2024 up to 5:00 P.M. IST on Monday, 30th December, 2024.
- (d) The shareholders holding shares as on the “cut off” date, i.e. Friday, 22nd November, 2024 were entitled to vote on the proposed resolution as mentioned in the Notice of the Postal Ballot dated 14th November, 2024.

The result of the e-voting was downloaded after 5:00 p.m. on Monday, 30th December, 2024 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Ms. Muskan Jaiswal, residing at 54A, Nirmal Chandra Street, Kolkata – 700 012, not in employment of the Company.

- (e) The summary of the votes casted through e-voting (EVSN : 241121001) is as follows :-

SPECIAL BUSINESS:

i) Resolution No. 1: Ordinary Resolution

“Removal of Mr. Sandeep Ghosh (PAN: AFAPG3672B) as Manager of the Company.”

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote E-voting	28	86642	99.9942

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote E-voting	3	5	0.0058



*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	20652

ii) Resolution No. 2: Ordinary Resolution

“Appointment of Mr. Kausik Gupta (PAN: ADQPG5398A) as Manager of the Company.”

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote E-voting	28	86642	99.9942

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote E-voting	3	5	0.0058

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	20652

g) The proposed resolution has therefore been passed with requisite majority by the Shareholders of the Company.

h) You may accordingly declare the result of Postal Ballot through e-voting.

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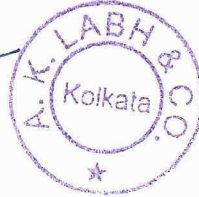
- i) The electronic data and e-voting registers shall remain in my safe custody until the Chairman considers, approves and signs the minutes of Postal Ballot through e-voting.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Practising Company Secretary

FCS : 4848 / CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848F003533417

Place : Kolkata

Dated : 31.12.2024



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Witness:

1. *Rohit Kumar*

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor

1 No. Airport, North 24 Parganas

Kolkata - 700079

2. *Muskan Jaiswal*

(Muskan Jaiswal)

54A, Nirmal Chandra Street,

Kolkata - 700 012



Received the Report of the Scrutinizer

For Jardine Henderson Limited

(Tony Paul)

Company Secretary

FCS - 7908

