

Report of Scrutinizer

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman,
FLOWER TRADING & INVESTMENT CO LIMITED
CIN: L65993WB1981PLC033398
540, Marshall House, 33/1, N S Road
Kolkata – 700001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of E-voting at the Annual General Meeting of M/s Flower Trading & Investment Co Limited held on 29th September, 2021 at 3.00 P.M. at 540, Marshall House, 33/1, N S Road, Kolkata – 700001.

I, Anil Kumar Dubey, (FCS No. 9488 & CP 12588) Partner of M/s. M & A Associates, Practicing Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of **Flower Trading & Investment Co Limited** ("the Company") in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Video Conferencing at the Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 25th August, 2021 of the 40th AGM of the Company held on Tuesday, 29th September, 2021 at 3.00 P.M. at the Registered office of the Company 540, Marshall House, 33/1, N S Road, Kolkata – 700001.

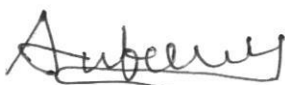
1. The Notice dated 25th August, 2021 convening the AGM of the Company along with the Statement under Section 102 of the Act was sent to those Shareholders whose names appeared in the Register of Members/Beneficial Owners in respect of the Resolutions to be passed at the said AGM of the Company.
2. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility to the Shareholders present at the AGM and who were not able to cast their votes by means of remote e-voting prior to the AGM to vote on the Resolutions set out in the Notice of the said AGM through Video Conferencing at the AGM.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and voting through Video Conferencing at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Video Conferencing at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" or "against" the Resolutions after taking the effect of "invalid" or "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.



4. Further to the above, I submit my report as under:-

- i. The remote e-voting period commenced on Sunday, 26th September, 2021 from 09.00 A.M. (IST) and ended on Tuesday, 28th September, 2021 at 5.00 P.M. (IST).
- ii. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 17th September, 2021, fixed by the Board of Directors, were entitled to vote on the Resolutions set out in the Notice of the AGM of the Company dated 25th August, 2021.
- iii. Members who were Shareholders as on the cut-off date but did not cast their votes by means of remote e-voting prior to the AGM and attended the AGM were eligible to cast their votes through Video Conferencing at the said AGM.
- iv. The votes cast through remote e-voting facility were thereafter unlocked on 30th September, 2021, after conclusion of AGM, in the presence of 2 (two) witnesses, Ms. Jyoti Goel and Ms. Ankita Gupta, who were not in the employment of the Company.
- v. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of Resolutions set out in the Notice dated 25th August, 2021 of the said AGM were generated from the e-voting website of NSDL.
- vi. The combined result of voting through electronic means, i.e. remote e-voting and voting at the AGM is as per "Annexure - A" attached herewith.

Thanking You,
Yours faithfully,
For M & A Associates
Practicing Company Secretaries



Anil Kumar Dubey
Partner

F.C.S No. 9488

Certificate of Practice No.12588



Place: Kolkata

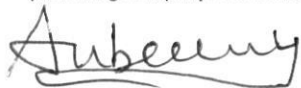
Date: 30th September, 2021

UDIN: F009488C001050066

Annexure- A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 40th AGM of FLOWER TRADING & INVESTMENT CO LIMITED held on Wednesday 29th September, 2021 at 3:00 P.M.

SL No.	Resolution	Mode	No. of folios	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	To receive, consider and adopt the Audited Accounts and Report of the Directors and the Auditors of the Company for the year ended 31st March, 2021.	Electronic/ Video Conferencing	11	207920	11	207920	100%	0	0	0	11	207920	100%	0	0	0.00	0	0
		Physical	0	0	0	0	0%	0	0	0.00	0	0	0%	0	0	0.00	0	0
		TOTAL	11	207920	11	207920	100%	0	0	0.00	11	207920	100%	0	0	0.00	0	0
2	RESOLVED THAT pursuant to Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, the vacancy caused by retirement of Mr. Sudhir Kumar Agarwal (DIN- 00373259) who retires by rotation at this Annual General Meeting and who seeks to be reappointed as a Director of the Company and the vacancy, so caused, be filled up."	Electronic/ Video Conferencing	11	207920	11	207920	100%	0	0	0.00	11	207920	100%	0	0	0.00	0	0
		Physical	0	0	0	0	0%	0	0	0.00	0	0	0%	0	0	0.00	0	0
		TOTAL	11	207920	11	207920	100%	0	0	0.00	11	207920	100%	0	0	0.00	0	0

FOR M & A Associates
(Practising Company Secretaries)

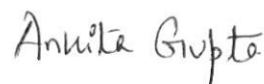
(Anil Kumar Dubey)

Partner

F.C.S No. 9488, Certificate of Practice No. 12588

Place: Kolkata

Date: 30th September, 2021

(i) Ms. Jyoti Goel
Kolkata(ii) Ms. Ankita Gupta
Kolkata