



M & A Associates
Practicing Company Secretaries
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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,
The Flower Trading & Investment Co Ltd
CIN: L65993wb1981plc033398
540 Marshall House 33/1 N S Road
Kolkata West Bengal -700001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of voting at the Annual General Meeting of M/s Flower Trading & Investment Co Ltd held on 31st July, 2023 at 03:00 P.M. at 540 Marshall House 33/1 N S Road, Kolkata West Bengal 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 Ltd** ("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 at the Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 30th May, 2023 of the 42nd AGM of the Company held on Monday, 31st July, 2023 at **03:00 P.M.** at the Registered office of the Company **540 Marshall House 33/1 N S Road, Kolkata West Bengal 700001**

1. The Notice dated, 30th May, 2023 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 Depository Services (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 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 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 Friday, 28th July, 2023 from 09.00 A.M. (IST) and ended on Sunday, 30th July, 2023 at 5.00 P.M. (IST).
- ii. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 24th July, 2023, 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 30th May, 2023.
- 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 at the said AGM. After conclusion of voting at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, Ms. Shreya Dubey and Ms. Uma Agrawal, who were not in the employment of the Company and the voting was diligently scrutinized.
- iv. The votes cast through remote e-voting facility were thereafter unlocked on 31st July, 2023, after conclusion of AGM, in the presence of 2 (two) witnesses, Ms. Shreya Dubey and Ms. Uma Agrawal, 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 30th May, 2023 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 through Physical Ballot Papers 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
Peer Review- 2000/2022
Place: Kolkata
Date: 31.07.2023
UDIN: **F009488E000711035**

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	1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Board of Directors and Auditors thereon.	Remote E-Voting	0	0	0	0	0%	0	0	0	0	0	0.00%	0	0	0	0	0
		Venue Voting	15	222920	15	222920	100%	0	0	0.00	15	222920	100%	0	0	0.00	0	0
		TOTAL	15	222920	15	222920	100%	0	0	0.00	15	222920	100%	0	0	0.00	0	0
2	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 Jagdish Chandra Agarwal (DIN-00373549), who retires by rotation at this Annual General Meeting and who seek to be reappointed as a Director of the Company and the vacancy, so caused, be filled up."	Remote E-Voting	0	0	0	0	0.00%	0	0	0.00	0	0.00%	0	0	0.00%	0	0	0
		Venue Voting	14	181920	14	181920	100%	0	0	0.00	14	181920	100%	0	0	0%	0	0
		TOTAL	14	181920	14	181920	100%	0	0	0.00	14	181920	100%	0	0	0.00	0	0

3	3. RESOLVED THAT pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, the vacancy caused by retirement of Jagdish Chandra Agarwal (DIN-00373549), who retires by rotation at this Annual General Meeting and who seek to be reappointed as a Director of the Company and the vacancy, so caused, be filled up."	Remote E-Voting	0	0	0	0	0	0	0.00%	0	0	0	0.00%	0	0	0.00%	0	0	0
		Venue Voting	15	222920	15	222920	0	0	0.00	15	222920	100%	0	0	0	0%	0	0	0
		TOTAL	15	222920	15	222920	0	0	0.00	15	222920	100%	0	0	0	0.00	0	0	0

The e-voting method is also available and therefore site has abstained from the voting.


 P. M. & A. Associates (Pvt.) Limited
 Chartered Accountants
 Registered Firm

(Anil Kumar Dubey)
Partner
F.C.S. No. 9488, Certificate of Practice No. 12588
UDIN: F009488E000711035
Peer Review No. 20002022
Place: Kolkata
Date: 31.07.2023