

**CONSOLIDATED SCRUTINIZER'S REPORT**  
**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies**  
**(Management and Administration) Rule, 2014)**

To  
The Chairman/Managing Director  
M/s. NB Footwear Limited  
CIN: L19201TN1987PLC014902  
Vellore- 632104.

Respected Sir,

We, M/s LB & Co, Company Secretaries were appointed as Scrutinizer by the M/s NB Footwear Limited ("the Company") for the purpose of Scrutinizing e-voting process and voting by use of polling papers at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 in respect of below mentioned resolutions proposed at the 31<sup>st</sup> Annual General Meeting of the equity shareholders of the Company held on 30<sup>th</sup> September, 2019 at Hotel Khanna, No.16, Officers Line, Vellore-632 104, submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and polling papers and on the resolutions contained in the Notice of 31<sup>st</sup> Annual General Meeting (AGM) of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process and voting through polling process conducted at the AGM is restricted to make consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The Annual Report for the year 2018-19 containing Notice dated 30<sup>th</sup> May 2019 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through post by 6<sup>th</sup> September 2019
3. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from 27<sup>th</sup> September 2019 (10:00 A.M) to 29<sup>th</sup> September 2019 (05:00 P.M).

4. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 24<sup>th</sup> September 2019.
5. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked by the undersigned in the presence of members and proxies present at the meeting.
6. The locked ballot boxes were subsequently opened by the undersigned in the presence of two witnesses namely Mr Natarajan and Mr Suresh. The poll papers were diligently scrutinized and were reconciled with the records maintained by the Registrar and Transfer Agents of the Company M/s. Cameo Corporate Services Limited and the authorizations lodged with the Company.
7. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under e-voting facility were unblocked in the presence of Mr Natarajan and Mr Suresh who are not in employment with the Company.
8. There were no poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.
9. Summary of the e-voting and poll is as follows:

**Item No.1:-**

To receive, consider and adopt the Audited Balance Sheet as at 31 March 2019 and the Statement of Profit and Loss for the year ended on that date together with the report of Directors and Auditors thereon.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	----	17	17	----	9408002	9408002	69.69
Voted Against	----	----	----	----	----	----	----
<b>Total</b>	----	17	17	----	9408002	9408002	69.69

ii. **Abstain/Invalid** votes: NIL

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	-	-	-	-	-

The ordinary resolution has been passed with requisite majority.

**Item No.2:-**

To appoint a Director in place of Mr Kannan A Yadhav (DIN: 00249225) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	----	17	17	----	9408002	9408002	69.69
Voted Against	----	----	----	----	----	----	----
<b>Total</b>	----	17	17	----	9408002	9408002	69.69

ii. **Abstain/Invalid** votes: NIL

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	-	-	-	-	-

The ordinary resolution has been passed with requisite majority.

**Item No.3:-**

To appoint a Director in place of Mrs Krishnaveni Kannan Yadhav (DIN: 00249260) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	----	17	17	----	9408002	9408002	69.69
Voted Against	----	----	----	----	----	----	----
<b>Total</b>	----	17	17	----	9408002	9408002	69.69

ii. **Abstain/Invalid** votes: NIL

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	-	-	-	-	-

The ordinary resolution has been passed with requisite majority.

**Item No.4:-**

To consider and if thought fit, to approve with or without modification(s) the resolution for Appointment of Statutory Auditors and fixing up of their remuneration as an Ordinary resolution

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	----	17	17	----	9408002	9408002	69.69
Voted Against	----	----	----	----	----	----	----
<b>Total</b>	----	17	17	----	9408002	9408002	69.69

ii. **Abstain/Invalid** votes: NIL

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	-	-	-	-	-

The ordinary resolution has been passed with requisite majority.

**Item No.5:-**

To consider and if thought fit, to approve with or without modification(s) the resolution for Appointment of Mr. Somnath Kashinath Wani as Independent director, as a special resolution

i. Voted in **Favour** or **Against** the resolution:

Particulars	Number of Members voted (in person or by proxy)			Number of votes contained in			%
	E-Voting	Poll	Total	E-Voting	Poll	Total	
Voted in Favour	----	17	17	----	9408002	9408002	69.69
Voted Against	----	----	----	----	----	----	----
<b>Total</b>	----	17	17	----	9408002	9408002	69.69

ii. **Abstain/Invalid** votes: NIL

Number of Members voted (in person or by proxy)			Number of votes contained in		
E-Voting	Poll	Total	E-Voting	Poll	Total
-	-	-	-	-	-

The Special resolution has been passed with requisite majority.

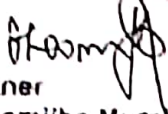
**LB & Co**

**Head Off:** 2<sup>nd</sup> Floor, No. 36/98, Halls Road, Kilpauk, Chennai-600 010.  
**Land Line:** +91 044-45510091; **Mobile:** +91 99625 11540;  
**E-mail:** lalitha.companysecretary@gmail.com  
**Branch Off:** No. 13, 14th Street, Nanganallur, Chennai-600 061;

The registers, all other papers and relevant records relating to e-voting and poll shall remain in my safe custody and the same will be handed over to the Company Secretary for safe keeping after approval of minutes by the Chairman.

Thanking You,  
Yours Sincerely,

**For LB & Co.,**


  
Partner  
Bhoonijha Murali  
COP No.12673  
Firm Reg No 5363

For LB and Co.,  
Company Secretaries  
ICSI Firm Reg No: 5363

Bhoonijha Murali  
Partner  
Membership No: 10779  
CP No. 12673

Place: Chennai  
Dated: 30<sup>th</sup> September 2019

**For NB Footwear Limited**



**Kannan Yadav**  
Chairman