

**SAGRIKA JAYEE**

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsdan,  
Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

**FORM No. MGT-13  
REPORT OF SCRUTINIZER**

To  
The Chairman  
MIDLAND MICROFIN LIMITED  
CIN: U65921PB1988PLC008430  
The AXIS, Plot No.1, R.B. Badri Dass Colony,  
B.M.C. Chowk, G.T. Road,  
Jalandhar-144001, Punjab

**Sub: Scrutinizer's Report on Remote E-Voting and E-Voting at the 35<sup>th</sup> Annual General Meeting held on Thursday, September 28<sup>th</sup>, 2023 at 03:00 P.M. conducted through Video Conferencing (VC) /Other Audio-Visual Means (OAVM)**

Dear Sir,

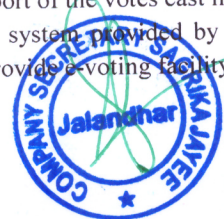
I, Sagrika Jayee, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors of Midland Microfin Limited ("the Company") pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") for the purpose of scrutinizing the process of remote e-voting as well as e-voting in respect of the resolutions proposed at the 35<sup>th</sup> Annual General Meeting ("AGM") held scheduled on Thursday, September 28<sup>th</sup>, 2023 at 03:00 P.M. through Video Conferencing/Other Audio Visual Means in accordance with General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Government of India.

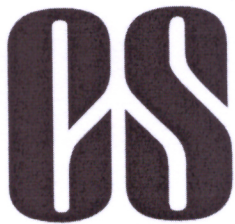
**Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer was to ensure that the remote e-voting process and e-voting process during the AGM was conducted in a fair and transparent manner and to submit a Scrutinizer's Report of the votes cast in favour or against the resolutions based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL), an agency engaged by the Company to provide e-voting facility.





## SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsudan,

Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

### Dispatch of Notice of AGM:

The notice dated August 10, 2023 convening the AGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company via email to those Members who had registered their email-ids with Company/Depositories Participants on or before Friday, September 01, 2023 and the same was hosted on the website of the Company, RTA and BSE (Stock Exchange).

### Cut-off Date:

The Voting Rights were reckoned as on Friday, September 22, 2023, being the cut-off date for the purpose of deciding the entitlement of Members for remote e-voting and e-voting at the AGM.

### Remote E-Voting:

The Company had made available remote e-voting facility to its members and the remote e-voting period commenced at 09:00 AM on Monday, September 25, 2023 and ended at 05:00 PM on Wednesday, September 27, 2023. Thereafter, CDSL e-voting platform was disabled.

### Voting at the AGM:

The Chairman, at the end of the discussion on the resolutions allowed to vote electronically through e-voting system provided on the CDSL platform to all those members who attended the AGM through VC / OAVM but could not cast their votes.

### Process of Scrutiny and Counting of votes:

After the closure of the e-voting i.e. Venue voting at the AGM, the votes casted electronically through the e-voting system provided by the Service Provider during the AGM and the votes casted through remote e-voting facility were simultaneously unblocked by me as a Scrutinizer in the presence of Ms. Tanya Sharma and Mr. Harsh Gupta who acted as the witnesses, as prescribed in Sub-Rule 4 (xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014.

### Consolidated Voting Results:

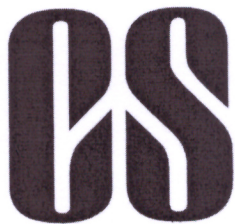
Consolidated voting results with respect to each item on agenda as set out in the notice of the AGM held on September 28, 2023 are enclosed.

It is observed that 130 Members casted their votes through remote e-voting and 6 votes were casted through e-voting i.e., venue voting for all the resolutions mentioned in EGM Notice.

List of Members for both, remote e-voting as well as e-voting i.e., Venue voting during the AGM, containing details of Members who voted 'FOR' or 'AGAINST' along with all other relevant records, is enclosed with this report.







## SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsudan,

Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

The total votes casted in favour or against all the resolutions proposed in the Remote E-voting and E-voting during the AGM are as under:

### ORDINARY BUSINESS:

#### Resolution No. 1: Ordinary Resolution

#### Adoption of Audited Financial Statements

(i) Voted in **favour** of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	130	32577518	99.42
E-Voting	6	190581	0.58
<b>Total</b>	<b>136</b>	<b>32768099</b>	<b>100</b>

(ii) Voted **against** the resolution:

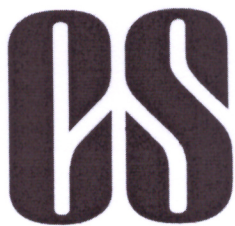
Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	-	-	-
E-Voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 1 of the AGM Notice dated August 10, 2023 has been **passed with a total of 32768099 valid assenting votes**.





## SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsudan,

Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

### Resolution No. 2: Ordinary Resolution.

To confirm interim dividend and declaration of final dividend for the Financial Year ended March 31, 2023

(i) Voted in **favour** of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	130	32577518	99.42
E-Voting	6	190581	0.58
<b>Total</b>	<b>136</b>	<b>32768099</b>	<b>100</b>

(ii) Voted **against** the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	-	-	-
E-Voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 2 of the AGM Notice dated August 10, 2023 has been **passed with a total of 32768099 valid assenting votes.**



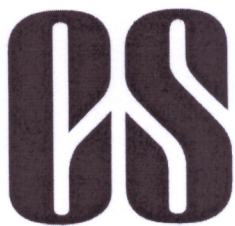
### Resolution No.3: Ordinary Resolution

Appointment of Mr. Vijay Kumar Bhandari (DIN: 00052716) as a Director, liable to retire by rotation

(i) Voted in **favor** of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	130	32577518	99.42





# SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsudan,

Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

E-Voting	6	190581	0.58
<b>Total</b>	<b>136</b>	<b>32768099</b>	<b>100</b>

(ii) Voted **against** the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	-	-	-
E-Voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 3 of the AGM Notice dated August 10, 2023 has been **passed with a total of 32768099 valid assenting votes.**

## Resolution No.4: Ordinary Resolution

### Ratification in Appointment of Statutory Auditors

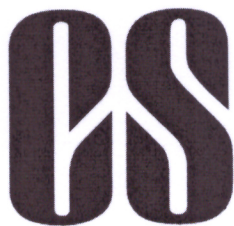
(i) Voted in **favor** of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	130	32577518	99.42
E-Voting	6	190581	0.58
<b>Total</b>	<b>136</b>	<b>32768099</b>	<b>100</b>

(ii) Voted **against** the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	-	-	-
E-Voting	-	-	-





## SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsudan,  
Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

Total	-	-	-
-------	---	---	---

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 4 of the AGM Notice dated August 10, 2023 has been **passed with a total of 32768099 valid assenting votes.**

### SPECIAL BUSINESS:

#### Resolution No. 5: Special Resolution

#### To amend the borrowing limit of the Company

(i) Voted in **favour** of the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	130	32577518	99.42
E-Voting	6	190581	0.58
<b>Total</b>	<b>136</b>	<b>32768099</b>	<b>100</b>

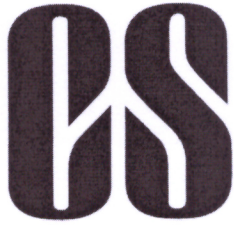
(ii) Voted **against** the resolution:

Mode of Voting	No of members voted	No of Votes cast by members	(%) of total number of votes cast
Remote e-voting	-	-	-
E-Voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-





## SAGRIKA JAYEE

PRACTICING COMPANY SECRETARY

Address: 466, Greater Kailash, Maqsudan,  
Jalandhar-144008, Punjab

Mobile: +91 9988232660

E-mail: [cssagrikajayee@gmail.com](mailto:cssagrikajayee@gmail.com)

Based on the aforesaid result, I report that the **Special Resolution** as set out in Item No. 5 of the AGM Notice dated August 10, 2023 has been **passed with a total of 32768099 valid assenting votes.**

The relevant records of remote e-voting and e-voting were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking You,



Sagrika Jayee  
Practicing Company Secretary  
M. No. A61678, COP No. 26357  
UDIN: A061678E001114939

*Confirmed*

Place: Jalandhar  
Date: September 29, 2023

*[Signature]*  
*29/09/2023*  
*CHAIRMAN*