



**Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
**Mrs. Hetal Shah**  
**Company Secretary**  
**Bombay Potteries and Tiles Limited**  
11, Happy Home, 1st Floor,  
244, Waterfield Road,  
Bandra (W), Mumbai – 400050.

**Sub: Extra Ordinary General Meeting ("EOGM") of the Members of Bombay Potteries and Tiles Limited held on Tuesday, June 17, 2025 at 02:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, **Vatsal K. Doshi**, Practicing Company Secretary, Proprietor, M/s. Vatsal Doshi & Associates have been appointed as the Scrutinizer by the Board of Directors of Bombay Potteries and Tiles Limited ("The Company") for the purpose of scrutinizing the remote e-voting and e-voting during the Extra Ordinary General Meeting ("EOGM") and ascertaining the requisite majority on remote e-voting and e-voting undertaken as per the provisions of Section 108 of the Companies Act, 2013 with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the EOGM of the Members of the Company, held on Tuesday, June 17, 2025 at 02:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The Notice dated May 20, 2025, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA General Circular Nos. 09/2024 dated September 19, 2024 and 2/2022 dated May 05, 2022 read with General Circular Nos. 14, 17 & 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively (collectively referred to as "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company had availed the facility offered by **Central Depository Services (India) Limited ("CDSL")** for conducting **remote e-voting** and **e-voting during EOGM** by the Shareholders of the Company. The Company had uploaded all the items of businesses to be transacted on its website and also on the website of CDSL to facilitate its Shareholders to cast their vote through remote e-voting and e-voting during the EOGM.



The Notices sent contained the detailed procedure to be followed by the Members for casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ("MCA").

The Company had also published an advertisement in newspapers on Tuesday, May 27, 2025 in The Free Press Journal (English) and Navshakti (Marathi) and it carried the required information as specified in the said Rules.

The Members of the Company as on the "**cut-off date**" i.e. **Tuesday, June 10, 2025** were entitled to vote on the Resolutions (Item Nos. 1 to 4), as set out in the Notice of the EOGM.

The **remote e-voting** commenced from **Friday, June 13, 2025 9:00 a.m. (IST)** and ended on **Monday, June 16, 2025 5:00 p.m. (IST)**.

The Chairman at the EOGM held on June 17, 2025 through two-way VC/OAVM had announced that Members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.

Further, the votes cast through e-voting were unblocked in the presence of **two witnesses, Shri Kumudchandra Doshi** and **Shri Naitik Doshi**, neither of whom are in the employment of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules, Circulars and Notifications issued by the Ministry of Corporate Affairs relating to remote e-voting prior and during the EOGM on the resolutions contained in the Notice of the EOGM.

My responsibility as Scrutinizer for the e-voting process (i.e. remote e-voting and e-voting at the EOGM) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.

The Consolidated Report on the results of voting through remote e-voting and voting through electronic means during the EOGM is as under:





**Item No. 1 : Special Resolution****Re-appointment of Mr. Manoj Wadhwa as Managing Director**

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	13	1,00,357	70,792	00	100.00	00	00	00	29,565
e-voting at EOGM	00	00	00	00	00	00	00	00	00
<b>Total</b>	<b>13</b>	<b>1,00,357</b>	<b>70,792</b>	<b>00</b>	<b>100.00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>29,565</b>

**Item No. 2 : Ordinary Resolution****Re-appointment of Mr. Deepak Herkishen Mirchandani as Independent Director**

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	13	1,00,357	1,00,357	00	100.00	00	00	00	00
e-voting at EOGM	00	00	00	00	00	00	00	00	00
<b>Total</b>	<b>13</b>	<b>1,00,357</b>	<b>1,00,357</b>	<b>00</b>	<b>100.00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>

**Item No. 3 : Ordinary Resolution****Re-appointment of Mr. Rakesh Shivkumar Wadhera as Independent Director**

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	13	1,00,357	1,00,357	00	100.00	00	00	00	00
e-voting at EOGM	00	00	00	00	00	00	00	00	00
<b>Total</b>	<b>13</b>	<b>1,00,357</b>	<b>1,00,357</b>	<b>00</b>	<b>100.00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>

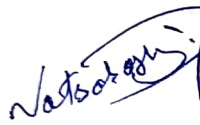



**Item No. 4 : Ordinary Resolution**

**Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013**

Mode of e-voting	Number of Members voted	Number of Shares held by Members voted	Number of votes in favour	Number of votes against	% of votes		Number of votes Invalid	Number of votes abstained	Number of Shares for which votes not cast (Less Voted)
					Favour	Against			
Remote e-voting	13	1,00,357	1,00,357	00	100.00	00	00	00	00
e-voting at EOGM	00	00	00	00	00	00	00	00	00
<b>Total</b>	<b>13</b>	<b>1,00,357</b>	<b>1,00,357</b>	<b>00</b>	<b>100.00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>

Yours faithfully,

**Vatsal K. Doshi,**  
**FCS - 12399 CP No. - 22976**  
**Peer Review No. 3191/2023**  
Practicing Company Secretary  
Scrutinizer for remote e-voting/  
e-voting process at EOGM  
**UDIN : F012399G000616497**  
**Place : Mumbai**  
**Date : June 17, 2025**

We, the undersigned have witnessed that the votes cast through e-voting were unblocked from CDSL e-voting website in our presence on Tuesday, June 17, 2025.



**Shri Kumudchandra Doshi**



**Shri Naitik Doshi**

**Countersigned**

**Hetal Shah**  
**Company Secretary**  
**Bombay Potteries and Tiles Limited**