



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

28-09-2020

To,
The Chairman
MPF SYSTEMS LIMITED
CIN: L65999MH1993PLC287894
Regd. Office: 108 Prime Plaza, J.B.Compound,
Elphistone Road, Mumbai- 400013.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Members during the 27th Annual General Meeting of your Company held on Saturday, **the 26th day of September, 2020 at 2.00 P.M** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizers Report, which is comprehensive and self explanatory in all respects.

SCRUTINIZER'S REPORT

Name of the Company	MPF Systems Limited
Meeting	27 th Annual General Meeting
Day, Date & Time	Saturday, the 26 th day of September, 2020 at 2.00 p.m.
Deemed Venue	108 Prime Plaza, J.B.Compound, Elphistone Road, Mumbai- 400013
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 27th Annual General Meeting ("AGM") of **MPF Systems Limited** (hereinafter referred to as the Company) scheduled on **Saturday, the 26th day of September, 2020 at 2.00 p.m.** held through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

- Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, advertisement was published in Financial Express (English newspaper) and Mumbai Lakshdeep (vernacular language newspaper), having electronic editions on September 05, 2020 respectively



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specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

- b. The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on September 05, 2020.
- c. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Purva Sharegistry (India) Pvt. Ltd the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM.

Cut-off date

Voting rights were reckoned as on Saturday, September 19, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

Remote e-voting process

- a. Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting and e-voting during the AGM.

- b. Remote e-voting period

Remote e-voting platform was open from Wednesday, September 23, 2020 at 9.00 AM IST and ends on Friday, September 25, 2020 at 5.00 PM IST and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

- c. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

Counting Process



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On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

Results

We observed that:

- a) 08 Members had cast their votes through e-voting during the AGM;
- b) 12 Members had cast their votes through remote e-voting.

Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 26th August, 2020 is enclosed herewith.

Based on the aforesaid results, we report that 03 Ordinary Resolutions as set out in Item Nos. 1,2 and 4 and 1 special Resolution as set out in Item No 3 of the Notice of the AGM dated 26th August, 2020 have been passed with the requisite majority.

CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	72	8	95828	19	95900	98.16
Dissent	1	1800	0	0	1	1800	1.84
Total	12	1872	8	95828	20	97700	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 26th August, 2020 has been passed with requisite majority.

Item No. 2: To re-appoint auditor of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	72	8	95828	19	95900	98.16
Dissent	1	1800	0	0	1	1800	1.84
Total	12	1872	8	95828	20	97700	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 26th August, 2020 has been passed with requisite majority.



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Item No. 3: Re-Appointment of Mr. Anil Mansukhlal Kothari (DIN: 01991283) as an Independent Non-Executive Director of the Company and to pass the following resolution as an Special Resolution:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	72	8	95828	19	95900	98.16
Dissent	1	1800	0	0	1	1800	1.84
Total	12	1872	8	95828	20	97700	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 3 of the Notice of the AGM dated 26th August, 2020 has been passed with requisite majority.

Item No. 4: Re-Appointment of Mrs. Kirti Ghag Rakesh (DIN: 07141300) - as Managing Director .

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	11	72	8	95828	19	95900	98.16
Dissent	1	1800	0	0	1	1800	1.84
Total	12	1872	8	95828	20	97700	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 26th August, 2020 has been passed with requisite majority.

For Ramesh Chandra Mishra & Associates



Ramesh Chandra Mishra
Practicing Company Secretary
Membership No.5477 COP No. : 3987
UDIN: F005477B000788523
Date:28/09/2020