



MILIND NIRKHE & ASSOCIATES

COMPANY SECRETARIES

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (XII) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Amirali Essabhai Rayani
Chairman
41st Annual General Meeting
Panama Petrochem Limited

Dear Sir,

1. I, Milind Nirkhe, Practicing Company Secretary, (Membership No. FCS 4156/C.P.No. 2312), have been appointed as the Scrutinizer, by the Board of Directors of Panama Petrochem Limited for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rule 2015) on the businesses contained in the Notice of the 41st AGM of the Equity Shareholders of the Company, held on, Tuesday, August 29, 2023 through Video Conferencing facility/other audio visual means.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 41st Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" for the businesses set out in the Notice, based on the reports generated from the e-Voting system of Central Depository Services Limited ('CDSL'), the authorized agency to provide e-Voting facilities before and during the AGM, engaged by the Company.
3. Further to above, I submit my report as under:
 - 3.1. The Company has provided the e-Voting facility through CDSL. Company had uploaded all the items of businesses to be transacted on the website of the Company and also on the website of CDSL to facilitate their Shareholders to cast their vote through e-Voting.

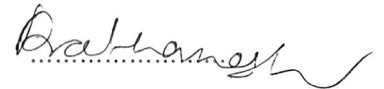


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- 3.2. The Notice of AGM along with the Annual Report was sent through email to the Members of the Company whose email addresses are registered with the Company / Depository Participant containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').
- 3.3. As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers and it carried all required information as specified in the said rules and notifications.
- 3.4. The Members of the Company as on the "Cut-off" date i.e. Tuesday, August 22, 2023, were entitled to vote on the businesses (item nos. 1 to 9) as set out in the Notice of the 41st AGM.
- 3.5. It was announced to the members at the 41st AGM, held on Tuesday, August 29, 2023, through Video Conference/ other audio-visual means, those 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 AGM.
- 3.6. The remote e-Voting commenced on Saturday, August 26, 2023 at 9.00 A.M. to Monday, August 28, 2023 till 5.00 P.M., and the e-voting platform was blocked thereafter.
- 3.7. The votes cast through remote e-voting as well as e-voting at AGM were unblocked after completion of e-voting during the AGM in the presence of Sangeeta & Prathamesh who are not in the employment of the Company.



Sangeeta



Prathamesh

- 3.8. My consolidated report on the results of voting through remote e-Voting and voting through electronic means during the AGM is as under:



Item No. 1: As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2023

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of Votes Invalid / abstained
						Favour	Against	
107	33573759	107	33573759	0	0	100	0	0

Item No. 2: As an Ordinary Resolution:

To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares.

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	108	33616368	0	0	100	0	0

Item No. 3: As an Ordinary Resolution:

To appoint a Director in place of Mr. Hussein Rayani (DIN:00172165), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	85	32948186	23	668182	98.01	1.99	0



Item No. 4: As a Special Resolution:

To re-appoint Mr. Amirali Rayani (DIN:00002616) as Whole-time Director designated as Chairman (Executive)

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	105	33527114	3	89254	99.73	0.27	0

Item No.5: As a Special Resolution:

To re-designate and appoint Mr. Samir Rayani (DIN:00002674) as the Managing Director and Chief Executive Officer of the Company, for a fresh term of five (5) years commencing from October 01, 2023

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	105	33527114	3	89254	99.73	0.27	0

Item No. 6: As a Special Resolution:

To appoint Mr. Ashok Mukhi (DIN:01262560) as an Independent Director

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	107	33616268	1	0	100	0	0



Item No. 7: As a Special Resolution:

To appoint Mr. Arvind Shah (DIN:01645534) as an Independent Director.

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	107	33616268	1	0	100	0	0

Item No. 8: As a Special Resolution:

To appoint Mr. Arif Rayani (DIN:00245647) as a Whole Time Director designated as Executive Director.

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	83	32941383	25	674985	97.99	2.01	0

Item No. 9: As an Ordinary Resolution:

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2024.

No. of Members voted	No. of valid votes cast	No. of members voted in favour	No. of Votes in favour	No. of members voted against	No. of votes against	% of votes		No. of votes Invalid / abstained
						Favour	Against	
108	33616368	108	33616368	0	0	100	0	0



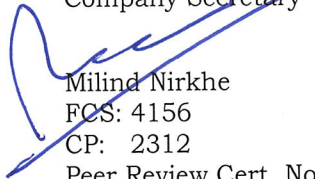
4. The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under remote e-Voting and voting through electronic means at the meeting has been provided to the Company.
5. The above-mentioned resolutions are deemed to be passed as on the date of the 41st AGM of the Company i.e., Tuesday, August 29, 2023
6. You may accordingly declare the result of remote e-Voting and voting through electronic means at the AGM.

Date: 29.08.2023.

Place: Mumbai

Thanking You,

For Milind Nirkhe & Associates
Company Secretary


Milind Nirkhe
FCS: 4156
CP: 2312

Peer Review Cert. No. 1141/2021
UDIN: F004156E000883100




Counter signed by

CS. Gayatri Sharma

