

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**  
**[Pursuant to rule section 109 of the Companies Act, 2013 and**  
**Rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Board of Directors,  
EMPYREAN CASHEWS LIMITED  
Mumbai

Dear Sir,

We, MNB & Co. LLP, Practicing Company Secretaries, were appointed as Scrutinizer(s) for the purpose of the Postal Ballot taken on the below mentioned resolution(s), submit my report as under:

1. The Company completed the dispatch of Postal Ballot Notice through electronic mode to the shareholders on January 24, 2023 whose name appeared in the Register of Members/List of beneficiaries on the cut - off date.
2. The e-voting period commenced on Wednesday January 25, 2023 at 10.00 a.m. and ends on Thursday, February 23, 2023 at 5.00 p.m.
3. Particulars of all e-voting has been recorded.
4. We have verified the data of e-voting after the e-voting module was disabled by CDSL.
5. The evoting were scrutinized, matched and confirmed with the shareholding/List of Beneficiaries.
6. The e-voting data was scrutinized by me for verification of votes cast in favor and against the resolution.
7. All evoting received till Thursday, February 23, 2023 at 5.00 p.m. i.e. the last date and time fixed by the company for receipt of forms were considered by me for scrutiny.

**MNB & Co. LLP, Company Secretaries**

1316, 13<sup>th</sup> Floor, Dalamal Towers, Free Press Journal Marg, Nariman Point, Mumbai 400021.

Mob: +91 9833955225, Email: [maithili@mnapcs.com](mailto:maithili@mnapcs.com)

Website: [www.mnbcs.com](http://www.mnbcs.com)

LLPIN: AAT-3409

Summary of the postal ballot form received is given below:

**1. APPLICATION FOR CHANGE IN NAME OF THE COMPANY**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	1,64,01,641	100%

2) Voted against the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**2. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO ALTER CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	1,64,01,641	100%

2) Voted against the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

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3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**3. APPROVAL OF EMPYREAN CASHEWS EMPLOYEE STOCK OPTIONS PLAN 2023 (ECL ESOP 2023) FOR EMPLOYEES OF THE COMPANY**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	1,64,01,641	100%

2) Voted against the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**4. EMPYREAN CASHEWS EMPLOYEE STOCK OPTIONS PLAN 2023 (ECL ESOP 2023) FOR THE EMPLOYEES OF EXISTING AND FUTURE SUBSIDIARY COMPANY/IES**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	1,64,01,641	100%

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2) Voted against the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**5. REVISION IN REMUNERATION OF MS. APARNA MORALE BANGAR, CHAIRPERSON AND MANAGING DIRECTOR**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	81,11,000	100%

2) Voted against the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Since Promoters are interested in Agenda items, votes given by the promoters are not considered

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**6. REVISION IN REMUNERATION OF MR. ANANT PANDURANG KULKARNI, EXECUTIVE DIRECTOR CUM CHIEF FINANCIAL OFFICER**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	81,11,000	100%

2) Voted against the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Since Promoters are interested in Agenda items, votes given by the promoters are not considered

**7. REVISION IN REMUNERATION OF MR. NANA PRAKASH MHASKE, EXECUTIVE DIRECTOR CUM CHIEF EXECUTIVE OFFICER**

1) Voted in favor of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	81,11,000	100%

2) Voted against the Resolution

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Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Since Promoters are interested in Agenda items, votes given by the promoters are not considered

Soft copy of the list of Equity Shareholder who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

**Thanking you,**

**For MNB & Co. LLP**

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**Maithili Nandedkar**  
**Practising Company Secretaries**

**COP: 9307**  
**Membership No.: F8242**

**UDIN: F008242D003197373**  
**Peer Review No.: 1259/2021**

**Date: February 25, 2023**  
**Place: Mumbai**

**MNB & Co. LLP, Company Secretaries**

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