



**JKM ASSOCIATES**  
Company Secretaries

No: G-25, 1st Cross Road- D,  
Panampilly Nagar, Ernakulam 682 036  
Phone: 0484- 4042498, 2322498  
Mobile: +91 9446092641(O), 9446042641(P)  
E mail: cspkkcochin@gmail.com  
pkkmurthy09@gmail.com

To

The Chairman

**TCM LIMITED**

HOUSE NO.28/2917 (GROUND FLOOR)  
'AISWARYA' SHANTHI NAGAR, PONNETH TEMPLE ROAD  
KADAVANTHRA KOCHI ERNAKULAM - 682020

76<sup>th</sup> Annual General Meeting held on Wednesday the 24<sup>th</sup> day of December, 2020 at 03.00 PM through Video Conferencing/Other Audio Visual Means (VC)

Dear Sir,

**Sub: Scrutinizer report on Electronic voting**

I, P K Krishnamurthy, Partner, JKM Associates, Company Secretaries G-25, First Cross Road, Panampally Nagar, Ernakulam- 682036, appointed as scrutinizer for the electronic voting of resolutions mentioned in the notice calling the 76<sup>th</sup> Annual General Meeting of the Members of TCM Limited, submit my report as under:

1. Electronic voting remained open for the members from 20.12.2020, 09.00 AM to 22.12.2020, 05.00 PM.
2. I have unblocked the votes on 23rd August 2020 in the presence of two witnesses, who were not the employees of the Company. Name and signatures of the witnesses have been provided at the end of this report and the same is in compliance with the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014.

An extract of the Electronic voting is given below:-

Detailed report of the voting generated from the website is annexed with this report.



Total Folios Voted: -33

Pattern of voting is given below.

Resolution No	Subject matter of Resolution	No of Votes Assenting the resolution	No of Votes Dissenting the resolution	Total
1	To receive, consider and adopt: a) The Audited Balance Sheet as at 31st March 2020, the Statement of Profit and Loss for the year ended on that date, Annexures and Schedules thereto along with the reports of the Directors and the Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditors.	1801576	0	1801576
2	To appoint a Director in the place of Mr. George Varghese [DIN:01100001]who retires by rotation and being eligible, offers himself for reappointment.	1801576	804853	2606429
3	To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution: "RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 and the Rules made there under, read with Schedule IV of the Companies Act ,	2606429	0	2606429



	<p>2013, Mr. Shibu Chandran Chathengattil (DIN:01571115), who in accordance with the Companies Act, 2013 is to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director of the Company, and necessary recommendations have been received from the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years, not liable to retire by rotation</p>			
4	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION: "Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute</p>	1801576	0	1801576





for this purpose), to lease, sell, transfer, convey, assign or otherwise dispose off the Company's immovable property/ies as the case may be, in particular the piece and parcel of land (i) admeasuring approximately 17.72 acres situated in various sy. nos. in Gonur West Village of Mettur Taluk in Salem District, (ii) 2.03 acres of land in Sy. Nos. 651/2B1B/C and 5.034 acres in Sy. No. 651/2B1B in Mullkad village, Tuticorin Dist. (iii) admeasuring approximately 21.5 acres situated in survey no of 316/1 , 312/2 & 313/4 Kalamassery municipality Ernakulam district, Kerala (iii) admeasuring approximately 105 acres situated in various survey no of 16/2,5,8/4,10/1E,5A,5B,5C, 6,11/5,9,11,12,13A,11/13B, 13C,13D,13E,14A,14B,14C1,14C2,12/3, 4,13/1A,1B,13/2A,2B,14/1, 2A,2B,3,4,6,15/2,15/3A1,3 A2,3B2,,3B3,15/3B4,3B5,16 /1A,1B,2A,2 B,3,4A,4B,5A,5B,5C,6A,6B,2 5/2,25/3A,3B,26/2B,3B,4B, 7,8,9,10,11,12,13,27/4B,6B, 28/1B,5A ,5B,29/2,5A2,5B,6A2,6B,7A 2,7B,30/1,2,3,4,31/1,2,3,4, 32/1,2,3,4,5,6,33/B1,33/B2 ,34A/1,34B/1 ,34B/2,34B/3,34/B4,34B/5, 34B/6,34B/7 Ulundurpet, Tamilnadu with clear and			
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marketable title free from all encumbrances and claims (hereinafter referred to as "the said properties") to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company. " Resolved further that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said properties, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deed, agreement for sale, development agreement, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution. Resolved further that the Board be and is hereby			
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	authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."			
5	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:</p> <p>"Resolved that pursuant to Section 186 of the Companies Act, 2013, and the Rules made there under, the Board of Directors of the Company be and is hereby authorized to grant inter-corporate loans for an amount not exceeding Rs. 5 Crore (Rupees Five Crore only) to M/s Ispark Learning Solutions Pvt Ltd, a subsidiary of TCM Limited on the terms and conditions set out in the explanatory statement, notwithstanding that the aggregate of the investments or loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Companies Act, 2013. Resolved further that the Board be and is hereby authorized to do and perform all such acts,</p>	1801576	804853	2606429





	deeds, matters and things which are required to give effect to the aforesaid resolution."			
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Votes Unblocked in the presence of following witnesses:

1. Sasikanth Bhat S  
G-25, First Cross Road, Panampally Nagar, Cochin - 682036
2. Thomas Paul  
G-25, First Cross Road, Panampally Nagar, Cochin - 682036



For JKM ASSOCIATES  
Company Secretaries  
P. K. KRISHNAMURTHY  
Partner  
M. No: FCS 3721  
C.P. No: 3671

UDIN: F003721B001641247

Place: Cochin

Date: 24.12.2020



**JKM ASSOCIATES**  
Company Secretaries

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**CONSOLIDATED SCRUTINIZER REPORT**

To,

The Chairman

**TCM LIMITED**

HOUSE NO.28/2917 (GROUND FLOOR)

'AISWARYA' SHANTHI NAGAR, PONNETH TEMPLE ROAD

KADAVANTHRA KOCHI ERNAKULAM - 682020

**Sub: - E – Voting Report and Virtual Voting Report –76<sup>th</sup> Annual General Meeting held on Wednesday 23<sup>rd</sup> day of December, 2020 through Video Conferencing/Other Audio Visual Means (VC).**

I, P K Krishnamurthy, Partner, JKM Associates, Company Secretaries G-25, First Cross Road, Panampally Nagar, Ernakulam- 682036, appointed as scrutinizer for the purpose of electronic voting and for the virtual voting in the 76<sup>th</sup> Annual General Meeting of the members of the Company held on Wednesday 23<sup>rd</sup> day of December, 2020 through Video Conferencing/Other Audio Visual Means (VC) and submitting the Consolidated report of Electronic voting and Virtual Voting as under:-

**Resolution No. 1 – Ordinary Resolution**

	No of members present and voting(in person or by proxy and e-voting)	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E –Voting	32	1801576	0	100%
Virtual Voting	0	0	0	0





Total	32	1801576	0	100%
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**Resolution No. 2 - Ordinary Resolution**

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	33	1801576	804853	100%
Virtual Voting	0	0	0	0
Total	33	1801576	804853	100%

**Resolution No. 3- Ordinary Resolution**

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	33	2606429	0	100%
Virtual Voting	0	0	0	0
Total	33	2606429	0	100%



**Resolution No. 4- Special Resolution**

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	32	1801576	0	100%
Virtual Voting	0	0	0	0
Total	32	1801576	0	100%

**Resolution No. 5- Special Resolution**

	No of members in present and voting(in person or by proxy and e- voting	No of votes cast by them in favor of the resolutions	No of votes cast by them against the resolution	% of total number of valid vote casted
E -Voting	33	1801576	804853	100%
Virtual Voting	0	0	0	0
Total	33	1801576	804853	100%

Based on the above voting patterns, I hereby report that the resolutions 1 to 4 have been passed. 5<sup>th</sup> one being Special Resolution and on considering the 69.12% Votes received in favour and 30.88% Votes received against, the Resolution stands "Not Approved" by the shareholders.



The separate scrutinizer reports on Electronic Voting and Virtual Voting have been submitted to the Chairman of the Company.

Thanking you,  
Yours faithfully,



For JKM ASSOCIATES  
Company Secretaries  
  
P. K. KRISHNAMURTHY  
Partner

M. No: FCS 3721  
C.P. No: 3671

UDIN: F003721B001641247

Place: Cochin  
Dated: 24.12.2020





**JKM ASSOCIATES**  
Company Secretaries

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pkkmurthy09@gmail.com

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To

The Chairman

**TCM LIMITED**

HOUSE NO.28/2917 (GROUND FLOOR)  
'AISWARYA' SHANTHI NAGAR, PONNETH TEMPLE ROAD  
KADAVANTHRA KOCHI ERNAKULAM - 682020

Dear Sir,

I, P K Krishnamurthy, Partner, JKM Associates, Company Secretaries, G-25, First Cross Road, Panampally Nagar, Ernakulam- 682036 appointed as Scrutinizer for the purpose of the virtual votes taken on the below mentioned resolution(s), at the 76<sup>th</sup> Annual General Meeting of the Members of the Company, held on Wednesday 23<sup>rd</sup> day of December, 2020 at 3.00 PM through Video Conferencing/Other Audio Visual Means ("VC/OAVM") and submit my report as under:

1. Chairman informed that there was an arrangement made for voting for those members who attending the meeting online and those who could not cast their votes through E voting/Remote voting.
2. Subsequently the virtual voting facility has been opened and recorded in CDSL portal which were diligently scrutinized.
3. No Voted were casted by the members in this category.
4. The result of the Virtual Voting are as under:



**(i) Voted in favour of resolutions 1 to 6**

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

**(ii) Voted against of resolutions 1 to 6**

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

**(iii) Invalid Votes**

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Thanking you,  
Yours faithfully,



For JKM ASSOCIATES  
Company Secretaries  
  
P. K. KRISHNAMURTHY  
Partner

M. No: FCS 3721  
C.P. No: 3671

UDIN: F003721B001641247

Place: Cochin  
Dated: 24.12.2020