

### **SCRUTINIZER'S REPORT**

<b>NAME OF THE COMPANY:</b>	<b>HIMALAYA GRANITES LIMITED</b>
<b>MEETING:</b>	29 <sup>th</sup> Annual General Meeting
<b>DATE &amp; TIME:</b>	Monday, 25 <sup>th</sup> September, 2017 at 10:00 A. M.
<b>VENUE:</b>	Registered Office of the Company at Panchalam Village, Melpettai Post, Tindivanam, Tamil Nadu – 604 307

**1. Appointment as Scrutinizer:**

I, Dilip Kumar Sarawagi, Practicing Company Secretary, was appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the 29<sup>th</sup> Annual General Meeting (“29<sup>th</sup> AGM”) of **Himalaya Granites Limited** (hereinafter referred to as “the Company”) held on Monday, 25<sup>th</sup> September, 2017 at 10:00 A.M. at the Registered Office of the Company situated at Panchalam Village, Melpettai Post, Tindivanam, Tamil Nadu – 604 307.

**2. Responsibility of Ensuring Compliance:**

The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and poll process.

**3. Dispatch of Notice Convening the 29<sup>th</sup> AGM:**

The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL), the Company completed dispatch of the Notice of the 29<sup>th</sup> AGM as under:-

- On 1<sup>st</sup> September, 2017 by e-mail to 363 members who had registered their e-mail ids with the Company / Depositories.
- On 1<sup>st</sup> September, 2017 by Post / Registered Post/ Courier to 776 members in physical form who had not registered their e-mail ids with the Company / Depositories.

**4. Cut-Off Date:**

The voting rights were reckoned as on Monday, 18<sup>th</sup> September, 2017 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 29<sup>th</sup> AGM.



5. **Remote E-Voting:**

5.1. **Agency:**

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

5.2. **Remote e-voting:**

Remote e-voting platform was open from 10:00 A.M. (IST) on Friday, 22<sup>nd</sup> September, 2017 till 5:00 P.M. (IST) on Sunday, 24<sup>th</sup> September, 2017. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18<sup>th</sup> September, 2017, were given the facility to cast their votes electronically conveying their assent or dissent in respect of the Resolutions set out in the notice of the 29<sup>th</sup> AGM.

6. **Poll:**

6.1 As prescribed under Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the 29<sup>th</sup> AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 29<sup>th</sup> AGM, 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 and number of shares held but not the manner in which they have cast their votes.

6.2 Accordingly, CDSL has provided us with the names, DP Id / Client Id, Folios and shareholding of the Members who had cast their votes through remote e-voting.

6.3 Considering the aforesaid, the Company issued poll papers only to those Members who attended the meeting but did not cast vote through remote e-voting.

7. **Counting Process:**

7.1 S. K. Infosolutions Private Limited, the Registrar and Transfer Agent (RTA) of the Company provided me with the list of members and their shareholding details as on cut-off date.

7.2 The votes were reconciled with the records maintained by the Company and / or RTA with respect to the authorizations and / or proxies lodged with the Company.

7.3 I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of Ms. Daisy Kumari and Ms. Namrata Kumari Singh and downloaded the e-voting results.



**8. Results:**

**8.1** I observed that:

- a) Total 20 (Twenty) Members had cast their votes in respect of the businesses contained in the notice of 29th AGM and none of the votes cast by Members were found to be invalid.
- b) Out of the above, 7 (Seven) Members had casted their votes through remote e-voting and 13 (Thirteen) Members casted their votes through poll papers and none of the votes cast by Members were found to be invalid.

**8.2** The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 29<sup>th</sup> AGM dated 30<sup>th</sup> May, 2017 is enclosed.

**8.3** I, submit the report as under on the Results of the voting through electronic and physical mode in respect of the following Ordinary Resolutions as contained in Item No. 1 to Item No. 3 of the Notice dated 30<sup>th</sup> May, 2017:

As a scrutinizer of the process my responsibility is restricted to ensure the process to be carried on in fair and transparent manner and to report on the votes cast in "Favour" and "Against" the resolutions.

I now submit a combined report on **Remote E-voting and Poll** as under:

**ITEM NO. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

PARTICULARS	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	7	1726901	13	323	20	1727224	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	7	1726901	13	323	20	1727224	N.A.
Voted in Favour	7	1726901	13	323	20	1727224	100
Voted Against	0	0	0	0	0	0	0



**ITEM NO. 2**

To appoint a Director in place of Ms. Mathangi Ramanujam (DIN: 07095686), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

PARTICULARS	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	7	1726901	13	323	20	1727224	N.A.
Voted in Favour	7	1726901	13	323	20	1727224	100
Voted Against	0	0	0	0	0	0	0



**ITEM NO. 3**

To appoint M/s. S Mahendra & Co., Chartered Accountants (Firm Registration No. 307131E), as Statutory Auditors of the Company in place of M/s. D Dhandaria & Company, Chartered Accountants, the retiring Auditors, to hold office from the conclusion of 29<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 34<sup>th</sup> AGM in accordance with Sections 139, 141 and 142 of the Companies Act, 2013, on such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Company.

PARTICULARS	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	7	1726901	13	323	20	1727224	N.A.
Voted in Favour	7	1726901	13	323	20	1727224	N.A.
Voted Against	0	0	0	0	0	0	100



for DKS & Co.

*(Handwritten signature)*

DILIP KUMAR SARAWAGI  
ACS: 13020 C. P. No.: 3090

Place: Tindivanam  
Date: 25<sup>th</sup> September, 2017

I Accept

*(Handwritten signature)*



RAMESH KUMAR HARITWAL (DIN No. 01486666)  
MANAGING DIRECTOR & CEO AND CHAIRMAN OF THE 29<sup>TH</sup> AGM  
HIMALAYA GRANITES LIMITED