

SCRUTINIZER'S REPORT

NAME OF THE COMPANY:	HIMALAYA GRANITES LIMITED
MEETING:	31 st Annual General Meeting
DATE & TIME:	Friday, 27 th September, 2019 at 09:00 A.M. (IST)
VENUE:	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 31st Annual General Meeting ("31st AGM") of **Himalaya Granites Limited** (hereinafter referred to as "the Company") held on Friday, 27th September, 2019 at 9:00 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 31st 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 31st AGM as under:-

- On 3rd September, 2019 by e-mail to 451 members who had registered their e-mail ids with the Company / Depositories.
- On 3rd September, 2019 by Courier to 702 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 Friday, 20th September, 2019 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 31st 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 Tuesday, 24th September, 2019 till 5:00 P.M. IST on Thursday, 26th September, 2019. 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. 20th September, 2019, 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 31st 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 31st AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 31st 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 Share 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 Mr. Maneesh Kumar Singh and Mr. Utpal Chaudhury and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- a) Total 12 Members had cast their votes in respect of the businesses contained in the notice of 31st AGM and none of the votes cast by Members were found to be invalid.
- b) Out of the above, 8 Members had casted their votes through remote e-voting and 4 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 31st AGM dated 30th August, 2019 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/Special Resolutions as contained in Item No. 1 to Item No. 8 of the Notice dated 30th August, 2019:

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 consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 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	8	1731788	4	510	12	1732298	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00



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	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
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Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00

ITEM NO. 3

To consider and approve the appointment of M/s. S. P. Shaw & Co., Chartered Accountant, (Registration No. 314229E) as Statutory Auditor of the Company for a term of 5 years from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting and to fix their remuneration.

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
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Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 4

To re-appoint Mr. Mahesh Kumar Malpani, Independent Director of the Company for a period of 5 years from the conclusion of 31st Annual General Meeting (AGM) up to the conclusion of 36th AGM of the Company to be held in the calendar year 2024.

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
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Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00

ITEM NO. 5

To appoint Mr. Shalabh Jalan as an Independent Director of the Company for a period of 5 years with effect from August 30, 2019 to August 29, 2024.

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
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Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00

ITEM NO. 6

To approve sub-division of Equity Shares from the Face Value of Rs.10/- to Face Value of Rs. 5/- per share.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00

ITEM NO. 7

To approve alteration of Clause-III and Clause-IV of the Memorandum of Association 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	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 8

To approve alteration of the existing Clause-V of the Memorandum of Association 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	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	8	1731788	4	510	12	1732298	N.A.
Voted in Favour	8	1731788	4	510	12	1732298	100.00
Voted Against	0	0	0	0	0	0	0.00

for DKS & Co.



Place: Tindivanam
Date: 27th September, 2019

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

I Accept



RAMESH KUMAR HARITWAL (DIN No. 01486666)
MANAGING DIRECTOR & CEO AND CHAIRMAN OF THE 31st AGM
HIMALAYA GRANITES LIMITED