

September 30, 2021

To  
**Dept. of Corporate Services,**  
BSE Limited,  
Phiroze Jeejebhoy Tower,  
Dalal Street, Fort,  
Mumbai - 400 001.

To  
**The Manager,**  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Security Code No. : 505324**

**Security Symbol : MANUGRAPH**  
**Security Series : EQ**

Dear Sir/s,

**Sub.: Scrutinizer's Consolidated Report on Voting at the 49<sup>th</sup> Annual General Meeting of  
the Members of the Company held on September 29, 2021**

Please find attached herewith scrutinizers consolidated report on voting at the 49th Annual  
General Meeting of Manugraph India Limited held on September 29, 2021.

We request you to take the same on record.

Thanking you,

With regards,  
**For Manugraph India Limited**

  
**Mihir Mehta**  
**Company Secretary**

**Encl.: a/a**

**MANUGRAPH INDIA LTD.**

Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai - 400 005. India.  
Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772  
Email: info@manugraph.com Website: www.manugraph.com



# AASHISH K. BHATT & ASSOCIATES

## Practising Company Secretaries

Aashish K. Bhatt  
B.Com., A.C.S., PGDSL

### SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman,  
Manugraph India Limited  
Sidhwa House, 2<sup>nd</sup> Floor, N.A.  
Sawant Marg, Colaba, Mumbai - 400005.

**Subject: Consolidated Scrutinizer's Report on Members' voting through remote e-voting and electronic voting process conducted at the 49<sup>th</sup> Annual General Meeting of Manugraph India Limited held on Wednesday, September 29, 2021 at 03.00 P.M. (IST) through Video Conferencing (VC) / other Audio Visual Means (OAVM) in accordance with General Circular No. 20/2020 dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs and in accordance with the circular dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (collectively known as "the Applicable circulars").**

Dear Sir,

I, Aashish K. Bhatt, proprietor of Aashish K. Bhatt & Associates, Practising Company Secretaries, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Manugraph India Limited (hereinafter referred as "the Company") in their meeting dated August 10, 2021, pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (SEBI Listing Regulations) as amended from time to time, to scrutinize the remote e-voting held from 09.00 A.M. (IST) on Saturday, September 25, 2021 to 5.00 P.M. (IST) on Tuesday, September 28, 2021 (hereinafter referred to as "the remote



e-voting period”) and electronic voting process at 49<sup>th</sup> Annual General Meeting (AGM / the meeting) of the Company on the resolutions contained in the notice of AGM dated August 10, 2021, of the members of the Company held on Wednesday, September 29, 2021 at 03.00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Members of the Company were provided remote e-voting facility through National Security Depository Ltd (NSDL) whereby they could cast their votes during the remote e-voting period and some members of the Company voted during the aforesaid period. After the said remote e-voting period, the voting portal had been disabled by NSDL, the service provider.

Members attending the AGM through VC / OAVM and who did not cast their votes through remote e-voting were allowed to cast their votes at the Meeting through electronic voting process provided by NSDL on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the aforesaid Rules. Accordingly, the Members attending the AGM through VC/OAVM and did not cast their vote earlier, voted through electronic voting process conducted at AGM.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules made there under and SEBI Listing regulations.

My responsibility as a scrutinizer of the voting process was restricted to scrutinize the e-voting process (through remote e-voting and electronic voting process at the AGM), in a fair and transparent manner and to prepare a consolidated scrutinizer’s report for the votes cast in favour and against on all the resolutions as stated in the notice of AGM, based on report generated from e-voting system provided by NSDL.

The Cut-off date for the purpose of identifying the members who will be entitled to vote on the resolutions for approval of the members was Wednesday, September 22, 2021.

In case of votes received through electronic voting process at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member will be considered and the votes received through electronic voting process will be considered invalid.

On September 29, 2021, after receiving the votes cast electronically by NSDL, the votes cast through remote e-voting and electronic voting process at the 49<sup>th</sup>AGM were duly unblocked by me



in the presence of Ms. Dhara Dalal and Ms. Khushboo Panchal, who were witnesses in accordance rule 20 sub rule 4(xii) of the said rules.

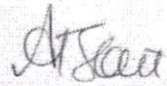
The documents pertaining to remote e-voting and electronic voting process at AGM and all other relevant records are kept in our safe custody and be retained until the minutes of AGM is approved and signed by the Chairman, and thereafter shall be handed over to the Company Secretary for safe keeping.

Information with respect to AGM as well Member's participation in the AGM is provided in Annexure 1 and consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the aforesaid Rules is annexed as Annexure 2 to this Report and based on which we confirmed that all the resolutions were passed with requisite majority.

You are requested to acknowledge the receipt of this report.

Thanking you,

For Aashish K. Bhatt & Associates



Aashish K. Bhatt

Practicing Company Secretary

Membership No.: A19639 / COP No.: 7023

UDIN: A019639C001054992

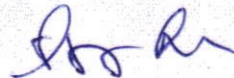


Place: Mumbai

Date: 30.09.2021

Countersigned by:

For Manugraph India Limited



Chairman of the 49<sup>th</sup> Annual General Meeting

### WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and with respect to the conduct of voting through remote e-voting and electronic voting process at the 49<sup>th</sup> AGM by Members of Manugraph India Limited ("the Company") on all resolutions set out in the Notice convening the 49<sup>th</sup> AGM of Company, which was held on Wednesday September 29, 2021 at 03.00 P.M. through VC / OAVM, we, Dhara Dalal (working at D/101, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) and Ms. Khushboo Panchal (working at D/101, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) hereby confirm our witnessing to the unblocking of votes cast through remote e-voting and electronic voting process at the AGM .

We further state that we are not in the employment of the Company.

Witness 1:

Witness 2:

  
\_\_\_\_\_  
(Dhara Dalal)

  
\_\_\_\_\_  
(Khushboo Panchal)

Date: 30.09.2021  
Place: Mumbai



## ANNEXURE - 1

<b>Date of the AGM</b>	September 29, 2021
<b>Total number of shareholders as on cut off date i.e September 22, 2021</b>	10,057
<b>No. of Shareholders present in the meeting either in person or through proxy :</b> Promoters and Promoter Group: Public:	Not Applicable as due to pandemic covid-19 and pursuant to the applicable circulars, the AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
<b>No. of Shareholders present in the meeting through VC / OAVM</b> Promoters and Promoter Group: Public:	10 34



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## ANNEXURE - 2

1. Resolution required: Ordinary			Consideration and adoption of (a) the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
<b>Promoter and Promoter Group</b>	remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,520,078	99.914	17,520,078	0	100.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>17,535,078</b>	<b>17,520,078</b>	<b>99.914</b>	<b>17,520,078</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Public - Institutions</b>	remote E-Voting and voting at AGM through electronic voting process	502,642	0	0.000	0	0	0.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>502,642</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Public - Non Institutions</b>	remote E-Voting and voting at AGM through electronic voting process	12,377,341	45,566	0.368	45,460	106	99.767	0.233
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>12,377,341</b>	<b>45,566</b>	<b>0.368</b>	<b>45,460</b>	<b>106</b>	<b>99.767</b>	<b>0.233</b>
<b>Total</b>		<b>30,415,061</b>	<b>17,565,644</b>	<b>57.753</b>	<b>17,565,538</b>	<b>106</b>	<b>99.999</b>	<b>0.001</b>



2. Resolution required: Ordinary			Appointment of a Director in place of Mr. Sanjay S. Shah (DIN: 00248592) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,520,078	99.914	17,520,078	0	100.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>17,535,078</b>	<b>17,520,078</b>	<b>99.914</b>	<b>17,520,078</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	502,642	0	0.000	0	0	0.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>502,642</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	12,377,341	45,566	0.368	40,262	5304	88.360	11.640
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>12,377,341</b>	<b>45,566</b>	<b>0.368</b>	<b>40,262</b>	<b>5304</b>	<b>88.360</b>	<b>11.640</b>
<b>Total</b>		<b>30,415,061</b>	<b>17,565,644</b>	<b>57.753</b>	<b>17,560,340</b>	<b>5304</b>	<b>99.970</b>	<b>0.030</b>



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3. Resolution required: Special			Appointment of Ms. Madhavi Kilachand (DIN: 00296504) as an Independent Director not liable to retire by rotation to hold office for a term of 5 consecutive years commencing from June 28, 2021					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,520,078	99.914	17,520,078	0	100.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>17,535,078</b>	<b>17,520,078</b>	<b>99.914</b>	<b>17,520,078</b>	<b>0</b>	<b>100.000</b>
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	502,642	0	0.000	0	0	0.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>502,642</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	12,377,341	45,566	0.368	44,122	1444	96.831	3.169
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>		<b>12,377,341</b>	<b>45,566</b>	<b>0.368</b>	<b>44,122</b>	<b>1444</b>	<b>96.831</b>
<b>Total</b>		<b>30,415,061</b>	<b>17,565,644</b>	<b>57.753</b>	<b>17,564,200</b>	<b>1444</b>	<b>99.992</b>	<b>0.008</b>



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<b>4. Resolution required: Special</b>			Re-appointment of Mr. Sanjay S. Shah (DIN: 00248592) as the Chairman & Managing Director of the Company, not liable to retire by rotation for a period of 3 years commencing from April 01, 2022 and fixing his remuneration					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			Yes 37,64,441 equity shares held by Mr. Sanjay S. Shah being interested in the said resolution are excluded for determining the voting.					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
<b>Promoter and Promoter Group</b>	remote E-Voting and voting at AGM through electronic voting process	17,535,078	13,755,637	78.446	13,755,637	0	100.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>17,535,078</b>	<b>13,755,637</b>	<b>78.446</b>	<b>13,755,637</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Public - Institutions</b>	remote E-Voting and voting at AGM through electronic voting process	502,642	0	0.000	0	0	0.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>502,642</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Public - Non Institutions</b>	remote E-Voting and voting at AGM through electronic voting process	12,377,341	45,561	0.368	44,112	1449	96.820	3.180
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>12,377,341</b>	<b>45,561</b>	<b>0.368</b>	<b>44,112</b>	<b>1449</b>	<b>96.820</b>	<b>3.180</b>
<b>Total</b>		<b>30,415,061</b>	<b>13,801,198</b>	<b>45.376</b>	<b>13,799,749</b>	<b>1449</b>	<b>99.990</b>	<b>0.010</b>



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5. Resolution required: Special			Re-appointment of Mr. Pradeep S. Shah (DIN: 00248692) as the Vice Chairman & Managing Director of the Company not liable to retire by rotation for a term of 3 years commencing from April 01, 2022 and fixing his remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes 41,56,701 equity shares held by Mr. Pradeep S. Shah being interested in the said resolution are excluded for determining the voting.					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	17,535,078	13,363,377	76.209	13,363,377	0	100.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>17,535,078</b>	<b>13,363,377</b>	<b>76.209</b>	<b>13,363,377</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	502,642	0	0.000	0	0	0.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>502,642</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	12,377,341	45,566	0.368	40,262	5304	88.360	11.640
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>12,377,341</b>	<b>45,566</b>	<b>0.368</b>	<b>40,262</b>	<b>5304</b>	<b>88.360</b>	<b>11.640</b>
<b>Total</b>		<b>30,415,061</b>	<b>13,408,943</b>	<b>44.087</b>	<b>13,403,639</b>	<b>5304</b>	<b>99.960</b>	<b>0.040</b>



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6. Resolution required: Ordinary			Ratification of the remuneration of the Cost Auditors for the financial year 2021-22					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,520,078	99.914	17,520,078	0	100.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>17,535,078</b>	<b>17,520,078</b>	<b>99.914</b>	<b>17,520,078</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	502,642	0	0.000	0	0	0.000	0.000
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>502,642</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	12,377,341	45,566	0.368	44,127	1439	96.842	3.158
	poll		0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>12,377,341</b>	<b>45,566</b>	<b>0.368</b>	<b>44,127</b>	<b>1439</b>	<b>96.842</b>	<b>3.158</b>
<b>Total</b>		<b>30,415,061</b>	<b>17,565,644</b>	<b>57.753</b>	<b>17,564,205</b>	<b>1439</b>	<b>99.992</b>	<b>0.008</b>



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