Pankaj Trivedi

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**PANKAJ TRIVEDI & Co.** 

Practicing Company Secretaries D/203, Crystal Plaza, New Link Road, Opp. Infiniti Mall, Andheri (West), Mumbai – 400053

Dated: July 1<sup>st</sup>, 2019.

To,
The Chairman
Mayur Floorings Limited
4 & 5, Munama Compound,
Near Advani Oeirlicon,
L B S Marg, Bhandup (W),
Mumbai - 400078.

#### **SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 15301), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer of M/s. Mayur Floorings Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting through Poll on the below mentioned resolution(s), at the 27th Annual General Meeting of the Equity Shareholders of the Company held on Monday, 1st July, 2019 at 10.30 A.M. at ""Mulund Sindhi Sabha, Block No 102/4, Agra Road, Mulund Colony, Mumbai-400082. I submit our report as under:

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rule relating to remote e-voting and voting through physical ballot process on the resolutions contained in the notice of the  $27^{th}$  Annual General Meeting of the members of the Company. My responsibility as Scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions, based on the repot generated from E-Voting system of Central Depository Services (India) Limited and of voting through physical ballots.

- 1. In terms of Section 108 of the Companies Act, 2013 read with Companies (management & Administration) Rules, 2014 and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company has made arrangement with Central Depository Services (India) Limited, for providing facility of voting through electronic means (E- Voting) to its members. The members of the Company had option to cast their vote either through E-Voting or by physical/personally at AGM.
- 2. The Notice have been mailed electronically to those members who have registered their email addresses with the company or their Depository Participant and in other cases the Company has dispatched the Notice on or before 9th June, 2019.
- **3.** As informed the Company has published on 9th June, 2019, an advertisement about the dispatch Notice in one English Daily and in one Regional Daily.

Mem. No. 30512
COP No. 15301
Mumbai
Company Se

- **4.** The e-voting period remained open from 28th June, 2019 (9.30 A.M) to 30th June, 2019 (5.30 P.M).
- **5.** The Shareholders holding shares as on the "cut-off" date i.e. 24th June, 2019 were entitled to vote on the proposed resolutions item no. 1 to 6 as set out in the Notice of the 26th Annual General Meeting of the Company.
- **6.** The votes were unblocked on today 1<sup>st</sup> July, 2019 around 11.45 A.M in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

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Thomship Tornaulo

Witness 1

Hemant Agarwal

Witness 2

- 7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com/)
- **8.** After the time fixed for closing of poll by chairman, one ballot box kept for polling were locked in my presence with due identification mark placed by me.
- 9. The locked ballot box was subsequently opened in my presence upon conclusion of meeting and poll papers/authorizations/proxies were diligently scrutinized. The poll papers were reconciled with the records maintained by RTA (Mr. Manish Shah, representative of M/s. Purva Sharegistry (India) Private Limited).
- **10.** The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- **11.** Total 18 (Eighteen) members were present in person and 1 (One) member were present through proxy of which 8 members were voted through poll paper.
- **12.** The particulars of voting and other requisite details have been entered in a separate register maintained for the purpose AND the poll papers and other records were handed over to the Chairman for safe keeping.
- **13.** The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting of the Company to enable the shareholders to cast their votes physically in case the same has not been casted by them through remote e-voting.
- **14.** The members who had voted through remote E-voting were instructed not to vote through poll at the meeting.
- **15.** The members who had casted votes through E-voting as well as through poll, the voting done by E-voting were considered.
- **16.** The interested members were instructed not to vote on agenda in which they are interested and if voted, the voting done by them are considered as invalid.

Mem. No. 30512 \*
COP No. 15301 Mumbai
Company Section

#### 17. The result of E-voting is as under:

Resolution 1 - Adopted the Audited Balance Sheet as on 31st March, 2019, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution)

	11.68%	2,91,603	88.32%	22,04,900	24,96,503	22
	Against		in Favour			voting system
	votes cast	resolution	votes cast	of resolution		through E-
votes declared	number of	cast "Against" the	number of	cast in "Favour"	Votes Cast	members voted
Total number of	% of total	% of total Number of votes	% of total	Number of Votes	No. of Total	Number of

Resolution No. 2: To appoint a director in place of Mr. Mahavir N Sundrawat who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

22	Number of members voted through E-voting system
24,96,503	No. of Total Votes Cast
22,04,900	Number of Votes cast in "Favour" of resolution
88.32%	% of total number of votes cast in Favour
2,91,603	Number of votes cast "Against" the resolution
11.68%	% of total number of votes cast Against
0	Total number of votes declared invalid
0.00%	% of total number of invalid votes

Resolution No. 3: M/s Bhupendra S Jain & Associates as the Statutory Auditors of the Company to hold the office, from the conclusion of present Annual General Meeting to the conclusion of the next four Annual General Meeting. (Ordinary Resolution)

11.68%
Against
resolution votes cast
cast "Against" the   number of
Number of votes   % of total



#### Resolution No. 4: Regularization of Mrs. Akshita Sundrawat as Director of the Company-. (Ordinary Resolution)

22	voting system	through E-	members voted	Number of
24,96,503			Votes Cast	No. of Total
22,04,900		of resolution	cast in "Favour"	Number of Votes
88.32%	in Favour	votes cast	number of	% of total
2,91,603		resolution	cast "Against" the	Number of votes
11.68%	Against	votes cast	number of	% of total
0		invalid	votes declared	Total number of
0.00%	votes	invalid	number of	% of total

### Resolution No. 5: Regularization of Mr. Sandip Arvindbhai Kothari as Director of the Company. (Ordinary Resolution)

0.00%	0	11.68%	2,91,603	88.32%	22,04,900	24,96,503	22
votes		Against		in Favour			voting system
invalid	invalid	votes cast	resolution	votes cast	of resolution		through E-
number of	votes declared	number of	cast "Against" the	number of	cast in "Favour"	Votes Cast	members voted
% of total	Total number of	% of total	Number of votes	% of total	Number of Votes	No. of Total	Number of

# Resolution No. 6: Appointment of Mr. Mayur Sundrawat as Chief Financial Officer of the Company. (Ordinary Resolution)

22	Number of members voted through E- voting system
24,96,503	No. of Total Votes Cast
22,04,900	Number of Votes cast in "Favour" of resolution
88.32%	% of total number of votes cast in Favour
2,91,603	Number of votes cast "Against" the resolution
11.68%	% of total number of votes cast Against
0	Total number of votes declared invalid
0.00%	% of total number of invalid votes



#### 18. The result of the voting through physical ballot forms are as under:

the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution) Resolution 1 - Adopted the Audited Balance Sheet as on 31st March, 2019, the Profit & Loss Account and Cash Flow Statement for

19	Physical Ballot Form	through	members voted	Number of
4,026			Votes Cast	No. of Total
4,026		of resolution	cast in "Favour"	Number of Votes
100%	ın Favour	votes cast	number of	% of total
0		resolution	cast "Against" the	Number of votes
0.00%	Against	votes cast	number of	% of total
0		invalid	votes declared	Total number of
0.00%	votes	invalid	number of	% of total

Resolution No. 2: To appoint a director in place of Mr. Mahavir N Sundrawat who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

19	Number of members voted through Physical Ballot Form
4,026	No. of Total Votes Cast
4,026	Number of Votes cast in "Favour" of resolution
100%	% of total number of votes cast in Favour
0	Number of votes cast "Against" the resolution
0.00%	% of total number of votes cast Against
0	Total number of votes declared invalid
0.00%	% of total number of invalid votes

conclusion of present Annual General Meeting to the conclusion of the next four Annual General Meeting. (Ordinary Resolution) Resolution No. 3: M/s Bhupendra S Jain & Associates as the Statutory Auditors of the Company to hold the office, from the

Number of number of protes members votedNo. of Total number of Votes CastNumber of Votes Cast in "Favour"Number of votes cast "Against" the Physical Ballot FormNumber of Votes Cast in "Favour"Number of votes cast "Against" the Physical Ballot FormNumber of votes cast "Against" the Physical Ballot FormNumber of votes cast "Against" the Physical Ballot FormNumber of votes cast "Against" the Physical Ballot Physical Ballot FormNumber of votes cast "Against" the Physical Ballot Physical Ballo			
Number of Votes cast in "Favour" number of cast "Against" the of resolution in Favour 14,026 100% 100% 100 1000 1000 1000 1000 1000	19	through Physical Ballot Form	Number of members voted
% of total number of votes number of votes cast "Against" the in Favour       Number of cast "Against" the votes cast resolution       % of total number of number of votes declared invalid Against         100%       0       0.00%	4,026		No. of Total Votes Cast
Number of votes cast "Against" the resolution resolution  0 0 0.00%  Number of votes declared votes cast invalid	4,026	of resolution	Number of Votes cast in "Favour"
% of total Total number of number of votes declared votes cast invalid Against	100%	in Favour	% of total number of
Total number of votes declared invalid	0	resolution	Number of votes cast "Against" the
	0.00%	votes cast Against	% of total number of
% of total number of invalid votes	0	invalid	Total number of votes declared
	0.00%	votes	% of total number of

#### Resolution No. 4: Regularization of Mrs. Akshita Sundrawat as Director of the Company-. (Ordinary Resolution)

19	Number of members voted through Physical Ballot Form
4,026	No. of Total Votes Cast
4,026	Number of Votes cast in "Favour" of resolution
100%	% of total number of votes cast in Favour
0	Number of votes cast "Against" the resolution
0.00%	% of total number of votes cast Against
0	Total number of votes declared invalid
0.00%	% of total number of invalid votes

### Resolution No. 5: Regularization of Mr. Sandip Arvindbhai Kothari as Director of the Company. (Ordinary Resolution)

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19	Number of members voted through Physical Ballot Form
4,026	No. of Total Votes Cast
4,026	Number of Votes cast in "Favour" of resolution
100%	% of total number of votes cast in Favour
0	Number of votes cast "Against" the resolution
0.00%	% of total number of votes cast Against
0	Total number of votes declared invalid
0.00%	% of total number o invalid votes

# Resolution No. 6: Appointment of Mr. Mayur Sundrawat as Chief Financial Officer of the Company. (Ordinary Resolution)

19	Number of members voted through Physical Ballot Form
4,026	No. of Total Votes Cast
4,026	Number of Votes cast in "Favour" of resolution
100%	% of total number of votes cast in Favour
0	Number of votes cast "Against" the resolution
0.00%	% of total number of votes cast Against
0	Total number of votes declared invalid
0.00%	% of total number o invalid votes



#### 19. The combined result are as under:

the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution) Resolution 1 - Adopted the Audited Balance Sheet as on 31st March, 2019, the Profit & Loss Account and Cash Flow Statement for

Total	Ballot	E-Voting			Voting	Means of
tal	8	22	voted	members	of -	Number
25,00,529	4,026	24,96,503			Votes Cast	No. of Total
22,08,926	4,026	22,04,900	resolution	"Favour" of	Votes cast in	Number of
88.34%	100%	88.32%	in Favour	votes cast	number of	% of total
2,91,603	0	2,91,603		the resolution	cast "Against"	Number of votes
11.66%	0.00%	11.68%	Against	votes cast	number of	% of total
0	0	0	invalid	declared	of votes	Total number
0.00%	0.00%	0.00%	votes	invalid	number of	% of total

Resolution No. 2: To appoint a director in place of Mr. Mahavir N Sundrawat who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Total	Ballot	E-Voting			Voting	Means of
tal	8	22	voted	members	of	Number
25,00,529	4,026	24,96,503			<b>Votes Cast</b>	No. of Total
22,08,926	4,026	22,04,900	resolution	"Favour" of	Votes cast in	Number of
88.34%	100%	88.32%	in Favour	votes cast	number of	% of total
2,91,603	0	2,91,603		the resolution	cast "Against"	Number of votes
11.66%	0.00%	11.68%	Against	votes cast	number of	% of total
0	0	0	invalid	declared	of votes	Total number
0.00%	0.00%	0.00%	votes	invalid	number of	% of total

conclusion of present Annual General Meeting to the conclusion of the next four AGM. (Ordinary Resolution) Resolution No. 3: M/s Bhupendra S Jain & Associates as the Statutory Auditors of the Company to hold the office, from the

Total	Ballot	E-Voting			Voting	Means of
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25,00,529	4,026	24,96,503			Votes Cast	No. of Total
22,08,926	4,026	22,04,900	resolution	"Favour" of	Votes cast in	Number of
88.34%	100%	88.32%	in Favour	votes cast	number of	% of total
2,91,603	0	2,91,603		the resolution	cast "Against"	Number of votes
11.66%	0.00%	11.68%	Against	votes cast	number of	% of total
O DUTKIN	0	, 0	invalid	declared	of votes	Total number
0.00%	0.00%	0.00%	votes	invalid	number of	% of total

#### Resolution No. 4: Regularization of Mrs. Akshita Sundrawat as Director of the Company-. (Ordinary Resolution)

				_		
Total	Ballot	E-Voting			Voting	Means of
tal	8	22	voted	members	of	Number
25,00,529	4,026	24,96,503			<b>Votes Cast</b>	No. of Total
22,08,926	4,026	22,04,900	resolution	"Favour" of	Votes cast in	Number of
88.34%	100%	88.32%	in Favour	votes cast	number of	% of total
2,91,603	0	2,91,603		the resolution	cast "Against"	Number of votes
11.66%	0.00%	11.68%	Against	votes cast	number of	% of total
0	0	0	invalid	declared	of votes	Total number
0.00%	0.00%	0.00%	votes	invalid	number of	% of total

### Resolution No. 5: Regularization of Mr. Sandip Arvindbhai Kothari as Director of the Company. (Ordinary Resolution)

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Total	Ballot	E-Voting			Voting	Means of
tal	8	22	voted	members	of	Number
25,00,529	4,026	24,96,503			Votes Cast	No. of Total
22,08,926	4,026	22,04,900	resolution	"Favour" of	Votes cast in	Number of
88.34%	100%	88.32%	in Favour	votes cast	number of	% of total
2,91,603	0	2,91,603		the resolution	cast "Against"	Number of votes
11.66%	0.00%	11.68%	Against	votes cast	number of	% of total
0	0	0	invalid	declared	of votes	Total number
0.00%	0.00%	0.00%	votes	invalid	number of	% of total

# Resolution No. 6: Appointment of Mr. Mayur Sundrawat as Chief Financial Officer of the Company. (Ordinary Resolution)

0.00%	0	11.66%	2,91,603	88.34%	22,08,926	25,00,529	tal	Total
0.00%	0	0.00%	0	100%	4,026	4,026	8	Ballot
0.00	0	11.68%	2,91,603	88.32%	22,04,900	24,96,503	22	E-Voting
votes	invalid	Against		in Favour	resolution		voted	
invalid	declared	votes cast	the resolution	votes cast	"Favour" of		members	
number o	of votes	number of	cast "Against"	number of	Votes cast in	<b>Votes Cast</b>	of	Voting
% of tota	Total number	% of total	Number of votes	% of total	Number of	No. of Total	Number	Means of

- 20. Since the majority of votes were casted in favour of the resolutions. I, report that all resolutions set out in notice were passed with requisite majority.
- 21. The physical ballot forms and registers and records were handed over to the Chairman / Director Authorised by Board for safe keeping.
- 22. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Authorised Person for safe keeping.

Kindly acknowledge the receipt.

Thanking You,

Yours Truly,

For Pankaj Trivedi & Co.

Pankaj Trivedi (Proprietor) M. No. 15301

Place: Mumbai Date: 02/07/2019

Received by,

Mayur Sundrawat, Director

Place: Mumbai

Date: 02/07/2019