

# Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,

Tardeo Main Road, Tardeo,

Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

To,

The Chairman

**M/S. ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED**

30<sup>th</sup> Annual General Meeting of the members of M/S. ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED (CIN: L14101RJ1984PLC003134) held at the Registered Office of the Company at E 7/9, RIICO Industrial Area, Abu Road – 307 026, Rajasthan. On Wednesday, July 15, 2015 at 09.00 a.m.

**Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.**

The Board of Directors of M/s. Elegant Marbles And Grani Industries Limited (hereinafter referred to as the "Company") at its meeting held on 09<sup>th</sup> May, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical ballots forms received from the member at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CFLL/2/2014 dated April 17, 2014 issued in this regard.

## Report on Scrutiny:

- The company has appointed Central Depository Services (India) Limited as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Universal Capital Securities Pvt. Ltd. are the Registrar and Share Transfer Agent of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 30<sup>th</sup> Annual General Meeting (AGM) of the company, which was held on Wednesday, July 15, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com/>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote

Voting,



- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was June 24, 2015 (Physical & Email) and as on that date, there were 1754 members of the Company. The Service Provider had sent the notices of the AGM along with Annual Report and E-Voting details by email to 795 members whose email Id was made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 959 members, whose Email Ids are not available, the notices were sent by courier. In respect of 3 members' cases, where transmissions through email had failed, the company had sent the notice of the AGM along with Annual Report and E-Voting details through physical form by courier.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 9<sup>th</sup> July, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Sunday, 12<sup>th</sup> July, 2015 (09.00 am) and ends Tuesday, on 14<sup>th</sup> July, 2015 (5:00 pm).
- The Company completed the dispatch of the notices to the members on Date June 20, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Free Press Journal' newspaper dated June 22, 2015 having country-wide circulation and in Rajasthan in 'Navshakti' newspaper dated June 22, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the end of the voting period on 14<sup>th</sup> July, 2015 at 5.00pm., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 30<sup>th</sup> Annual General Meeting of the Company held July 15, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On 15<sup>th</sup> July, 2015, after counting of the votes conducted at the venue of the AGM through ballot paper, the votes cast through Remotes E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Meghna S. Mistry and Ms. Mrudul Patil who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.



- After the voting at the AGM was concluded, 2 (two) ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer duly complied details of Remote E-Voting carried out by the Members and the facility of physical voting was provided at the venue of the AGM by way of Ballot paper, but no person voted, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Ballot papers are as under:

Details	Remote E-voting	Voting through ballot paper at AGM	Total voting
Number of member who cast their votes	5	0	5
Total number of shares held by them	3236800	0	3236800
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	Various as mentioned under each Resolution		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.

1) **Item no. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Statements of Profit and Loss Account for the Financial Year ended 31st March, 2015 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted Nos.	Invalid votes Nos.
	Nos.	Percentage	Nos.	Percentage		
Remote E-Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
<b>TOTAL</b>	<b>3236800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

The Votes cast in favour are more than the votes cast against the resolution.



**Table showing Bifurcations of Promoters, Financial Institutions and Others:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
TOTAL	4500000	3236800	-	3236800	0	-	-

**2) Item no. 2 of the Notice (As an Ordinary Resolution)**

To declare dividend on equity shares of 2/- per equity share of 10/- fully paid up, for the financial year 2014-15.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E- Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
TOTAL	3236800	100%	0	0%	0	0

The Votes cast in favour are more than the votes cast against the resolution.



**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
<b>TOTAL</b>	<b>4500000</b>	<b>3236800</b>	<b>-</b>	<b>3236800</b>	<b>0</b>	<b>-</b>	<b>-</b>

**3) Item no. 3 of the Notice (As an Ordinary Resolution)**

To re-appoint Ms. Yogita Agrawal DIN 06965966, who retires by rotation and is eligible for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
<b>TOTAL</b>	<b>3236800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The Votes cast in favour are more than the votes cast against the resolution.**



**Table showing Bifurcations of Promoters, Financial Institutions and Others:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
<b>TOTAL</b>	<b>4500000</b>	<b>3236800</b>	<b>-</b>	<b>3236800</b>	<b>0</b>	<b>-</b>	<b>-</b>

**4) Item no. 4 of the Notice (As an Ordinary Resolution)**

Appointment of Statutory Auditors M/s. Ravi & Dev, Chartered Accountants

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E- Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
<b>TOTAL</b>	<b>3236800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The Votes cast in favour are more than the votes cast against the resolution.**



**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
TOTAL	4500000	3236800	-	3236800	0	-	-

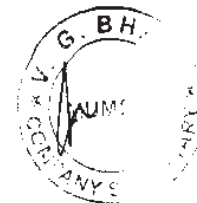
• **SPECIAL BUSINESS**

5) **Item no. 5 of the Notice (As an Ordinary Resolution)**

• To Appoint Shri Om Prakash Singhal as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
TOTAL	3236800	100%	0	0%	0	0

**The Votes cast in favour are more than the votes cast against the resolution.**



**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
TOTAL	4500000	3236800		3236800	0		

**6) Item no. 6 of the Notice (As an Special Resolution)**

To re-appoint Shri Rajesh Agrawal as the Chairman and Managing Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E- Voting	2230000	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
TOTAL	2230000	100%	0	0%	0	0

**The Votes cast in favour are more than the votes cast against the resolution.**





**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	2230000	68.56%	2230000	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
TOTAL	4500000	2230000	-	2230000	0		

**\*Note : Votes of Mr. Rajesh Agarwal being the interested entity in the above resolution was not included.**

**7) Item no. 7 of the Notice (As Special Resolution)**

To Re-appoint Shri Rakesh Agrawal as the Managing Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2346800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
TOTAL	2346800	100%	0	0%	0	0

**The Votes cast in favour are more than the votes cast against the resolution.**



**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	2346800	72.16%	2346800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
<b>TOTAL</b>	<b>4500000</b>	<b>2346800</b>	<b>-</b>	<b>2346800</b>	<b>0</b>	<b>-</b>	<b>-</b>

**\*Note : Votes of Mr. Rakesh Agarwal being the interested entity in the above resolution was not included.**

**8) Item no. 8 of the Notice (As Special Resolution)**

To Adopt new Articles of Association.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
<b>TOTAL</b>	<b>3236800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

The Votes cast in favour are more than the votes cast against the resolution.



**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
<b>TOTAL</b>	<b>4500000</b>	<b>3236800</b>	<b>-</b>	<b>3236800</b>	<b>0</b>	<b>-</b>	<b>-</b>

**9) Item no. 9 of the Notice (As Special Resolution)**

To keep the registers and returns at a place other than Registered office.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	3236800	100%	0	0%	0	0
Physical Voting	0	0%	0	0%	0	0
<b>TOTAL</b>	<b>3236800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The Votes cast in favour are more than the votes cast against the resolution.**



**Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	3252400	3236800	99.52%	3236800	0	100%	0%
Financial Institutions	600	0	0%	0	0	0%	0%
Public- Others	1247000	0	0%	0	0	0%	0%
<b>TOTAL</b>	<b>4500000</b>	<b>3236800</b>	<b>-</b>	<b>3236800</b>	<b>0</b>	<b>-</b>	<b>-</b>

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid /abstained for each resolution is enclosed

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conduct at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

Virendra Bhatt  
ACS- 1157  
COP-124



Date: 15/07/2015

Place: Mumbai

Witnesses:

  
1. Ms. Mrudul Patil

  
2. Ms. Meghna S. Mistry