

DATE: 27<sup>th</sup> September 2014

## REPORT OF SCRUTINIZER

[E-VOTING]

[PERSUANT TO SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 (3) (XI)  
OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

TO  
THE CHAIRMAN  
**HIMALAYA GRANITES LIMITED**  
PANCHALAM VILLAGE,  
MELPETTAI POST,  
TINDIVANAM,  
**TAMILNADU - 604 307**

Sir,

I, CS Dilip Kumar Sarawagi, Proprietor of M/s. DKS & Co, Company Secretaries, Kolkata, was appointed as scrutinizer for the Annual General Meeting of the Equity shareholder of **HIMALAYA GRANITES LIMITED** to be held on Tuesday, the 30<sup>th</sup> of September, 2014 at 01:00 P.M. at **PANCHALAM VILLAGE, MELPETTAI POST, TINDIVANAM, TAMILNADU - 604 307**, 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 provision of the companies Act, 2013 and Sub rule (XI) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution referred to in this report.

We submit our report as under:

1. The E -Voting period remained open from 10:00 A.M. on Wednesday, the 24<sup>th</sup> of September, 2014 up to 10:00 P.M. on Thursday, the 25<sup>th</sup> of September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. September 01, 2014 were entitled to vote on the proposed 10 (Ten) resolution as mentioned in the notice of the Annual General Meeting of Himalaya Granites Limited (item No.1 to 10 of the Notice of the Annual General meeting of Himalaya Granites Limited).
3. The votes were unblocked on Friday, the 26<sup>th</sup> of September, 2014 around 12:20 P.M. in the presence of two witnesses, namely, Mr. Ratnesh Kumar Singh residing at Vinay Bricks Field, Makhla (Uttarpara), Hooghly - 712 245 and Mr. Rahul Kumar Singh residing at 78/3/4, D. N. Chatterjee Road, Alambazar, Kolkata -700-035 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of the equity shareholders, who voted 'For' and 'Against', were downloaded from the E-Voting Website of Central Depositories Services (India) Limited (<https://www.evotingindia.com>).

For **HIMALAYA GRANITES LTD.**

  
Managing Director & C.E.O.



5. The result of the E -Voting is as under :

**A) RESOLUTION NO. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**B) RESOLUTION NO. 2**

To appoint a Director in place of Mr. Saurabh Mittal (DIN 00273917) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**C) RESOLUTION NO. 3**

To appoint M/s. D. Dhandaria and Company, Chartered Accountants (Registration No. 306147E) as a Statutory Auditor of the Company and to fix their remuneration.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**D) RESOLUTION NO. 4**

To appoint Mr. Mahesh Kumar Malpani (DIN: 02603222) as an Independent Director of the Company.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**E) RESOLUTION NO. 5**

To appoint Mr. Beni Gopal Saraf (DIN: 00267858) as an Independent Director of the Company.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

For HIMALAYA GRANITES LTD.

  
Managing Director & C.E.O.



**F) RESOLUTION NO. 6**

To appoint Mr. Pradip Manharlal Domadia (DIN: 05292129) as an Independent Director of the Company.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**G) RESOLUTION NO. 7**

To revise the terms and conditions of appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), Managing Director and CEO of the Company.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**H) RESOLUTION NO. 8**

To approve and adopt new Articles of Association of the Company.

(i) Voted in favor of the resolution :


Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
11	1502833	100

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

For HIMALAYA GRANITES LTD.

  
Managing Director & C.E.O.



Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**I) RESOLUTION NO. 9**

To approve the contracts/arrangements of the Company for the lease/leave and license agreement with Greenply Industries Limited under Section 188 of the Companies Act, 2013.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**J) RESOLUTION NO. 10**

To approve the contracts/arrangements of the Company for the lease / leave and license agreement with Greenlam Industries Limited under Section 188 of the Companies Act, 2013.

(i) Voted in favor of the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted in against the resolution :

Number of Members voted through e-voting system	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,

Place: KOLKATA  
Date: 27th September, 2014



For HIMALAYA GRANITES LTD.

Managing Director & C.E.O.

For DKS & Co.

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

DATE: 30<sup>th</sup> September, 2014

**FORM No. MGT-13**  
**REPORT OF SCRUTINIZER**

[PURSUANT TO RULE SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES  
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

TO  
THE CHAIRMAN  
ANNUAL GENERAL MEETING  
OF THE EQUITY SHAREHOLDER OF  
**HIMALAYA GRANITES LIMITED**  
PANCHALAM VILLAGE,  
MELPETTAI POST,  
TINDIVANAM,  
**TAMILNADU - 604 307**

Sir,

I Dilip Kumar Sarawagi, Proprietor of M/s. DKS & Co, Company Secretaries, Kolkata, appointed as scrutinizer for the PURPOSE OF THE POLL taken on the below mentioned resolutions at the meeting of the Equity share holders of **HIMALAYA GRANITES LIMITED** held on Tuesday, the 30<sup>th</sup> of September, 2014 at 01.00 P.M. at "PANCHALAM VILLAGE, MELPETTAI POST, TINDIVANAM, TAMILNADU - 604 307, Submit our report here under:

1. After the time fixed for closing of the poll by the Chairman, empty ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The ballot boxes were opened in presence of two witnesses.
4. I/We did not find any poll papers invalid.
5. The result of the Poll is as under:

**A) RESOLUTION NO. 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution :

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted in against the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

For HIMALAYA GRANITES LTD.

*[Signature]*  
Managing Director & C.E.O.



**B) RESOLUTION NO. 2**

To appoint a Director in place of Mr. Saurabh Mittal (DIN 00273917) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**C) RESOLUTION NO. 3**

To appoint M/s. D. Dhandaria and Company, Chartered Accountants (Registration No. 306147E) as a Statutory Auditor of the Company and to fix their remuneration.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**D) RESOLUTION NO. 4**

To appoint Mr. Mahesh Kumar Malpani (DIN: 02603222) as an Independent Director of the Company.

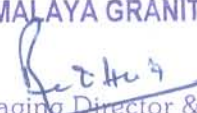
(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

For HIMALAYA GRANITES LTD.

  
Managing Director & C.E.O.



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**E) RESOLUTION NO. 5**

To appoint Mr. Beni Gopal Saraf (DIN: 00267858) as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**F) RESOLUTION NO. 6**

To appoint Mr. Pradip Manharlal Domadia (DIN: 05292129) as an Independent Director of the Company.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**G) RESOLUTION NO. 7**

To revise the terms and conditions of appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), Managing Director and CEO of the Company.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

For HIMALAYA GRANITES LTD.

  
Managing Director & C.E.O.





(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**H) RESOLUTION NO. 8**

To approve and adopt new Articles of Association of the Company.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
23	162807	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**I) RESOLUTION NO. 9**

To approve the contracts/arrangements of the Company for the lease/leave and license agreement with Greenply Industries Limited under Section 188 of the Companies Act, 2013.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
22	162607	100

(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**J) RESOLUTION NO. 10**

To approve the contracts/arrangements of the Company for the lease / leave and license agreement with Greenlam Industries Limited under Section 188 of the Companies Act, 2013.

(i) Voted **in favor** of the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
22	162607	100

For HIMALAYA GRANITES LTD.

  
Managing Director & C.E.O.



(ii) Voted **in against** the resolution:

Number of Members present and voting (in person or by proxy)	Numbers of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,



For DKS & Co.

Place: KOLKATA  
Date: 30<sup>th</sup> September, 2014

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

For HIMALAYA GRANITES LTD.

  
Managing Director & C.E.O.