

## ANNEXURE I

### SUMMARY OF PROCEEDINGS OF EXTRA-ORDINARY GENERAL MEETING ("EGM") OF MADHAV MARBLES AND GRANITES LIMITED HELD ON FRIDAY, MARCH 29, 2019

The Extra-ordinary General Meeting (EGM) of Madhav Marbles and Granites Limited ("the Company") was held on Friday, March 29, 2019 at 10.30 a.m. at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur - 313001. Mr. Ravi Kumar Krishnamurthi, Chairman of the Board was not present at the meeting so Mr. Prakash Kumar Verdia, Independent Director was elected as Chairman of the meeting and he occupied the Chair. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman welcomed all his colleagues on the Board and shareholders of the Company.

With the concurrence of the members, the Notice of the Extra-ordinary General Meeting was taken as read.

The Chairman then informed that the Company had provided the Members the facility to cast their vote electronically. The remote e-voting period commenced on Tuesday, March 26, 2019 and ended on Thursday, March 28, 2019. Members who were present at the EGM and had not cast their votes through remote e-voting were provided with an opportunity to cast their votes through Ballot papers which were being distributed to them. Mr. Ronak Jhuthawat, Practicing Company Secretary was appointed as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of Ballot forms.

The Chairman addressed the members and briefed on the items of special business to be transacted at the EGM.

The following resolutions as set out in the Notice dated February 22, 2019 convening the EGM were transacted at the meeting.

1. To seek approval for entering into Related Party Transaction of providing loans and/or give guarantees and/or providing securities in connection with loans raised by Madhav Natural Stone Surfaces Private Limited, Subsidiary Company

For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary



**Madhav Marbles and Granites Limited**  
**CIN: L14101RJ1989PLC004903**

2. Re-appointment of Mr. Prakash Kumar Verdia (DIN: 02429305), as an Independent Director;
3. Re-appointment of Mr. Roshan Lal Nagar (DIN: 02416642), as an Independent Director.

The Chairman invited questions on the resolutions, to which no questions were asked by any member.

Thereafter, the Chairman announced voting to be taken through Ballot Paper and requested the scrutinizer for the orderly conduct of the voting.

The members casted their votes on the Ballot Papers and deposited the same in the ballot boxes placed at the meeting hall.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 11:45 a.m.

The details of the voting results (remote e-voting and ballot voting) on all the resolutions as set out in the Notice of EGM are enclosed.



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary

## ANNEXURE II

Details of Proceedings of Extraordinary General Meeting				
Date of EGM		Friday, March 29, 2019		
Total number of shareholders on record date i.e. March 22, 2019		8386		
No. of shareholders present in the meeting either in person or through proxy:				
Promoters and Promoter Group:		4		
Public:		38		
No. of Shareholders attended the meeting through Video Conferencing:				
Promoters and Promoter Group:				Not Applicable
Public:				
Summary of Voting on Resolutions:				
Sr. No.	Business	Resolution required Ordinary/Special	Mode of Voting	Remarks
1	To seek approval for entering into Related Party Transaction of providing loans and/ or give guarantees and/or providing securities in connection with loans raised by Madhav Natural Stone Surfaces Private Limited, Subsidiary Company	Special	Remote e-voting and Ballot Paper at the EGM	Passed with Requisite Majority
2	To re-appoint Mr. Prakash Kumar Verdia (DIN: 02429305) as an Independent Director.	Special	Remote e-voting and Ballot Paper at the EGM	Passed with Requisite Majority



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary

3	To re-appoint Mr. Roshan Lal Nagar (DIN: 02416642) as an Independent Director.	Special	Remote e-voting and Ballot Paper at the EGM	Passed with Requisite Majority
---	--	---------	---	--------------------------------



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary



### Agenda-wise Voting Results:

Resolution No. 1:									
To seek approval for entering into Related Party Transaction of providing loans and/or give guarantees and/or providing securities in connection with loans raised by Madhav Natural Stone Surfaces Private Limited, Subsidiary Company									
Resolution required:(Ordinary/Special)					Special				
Whether Promoter/Promoter group are interested in the Agenda/Resolution					Yes				
Category	Mode of Voting	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 votes polled	% of Votes against on votes polled	
		(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$	
Promoter and Promoter group	E-voting	3460317	0	0.00	0	0	0.00	0.00	
	Poll*		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	3460317	0	0.00	0	0	0.00	0.00	
Public Institutions	E-voting	360425	0	0.00	0	0	0.00	0.00	
	Poll*		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	360425	0	0.00	0	0	0.00	0.00	
Public Non-Institutions	E-voting	5126258	42291	0.8250	42291	0	100.00	0.00	
	Poll*		50310	0.9814	50310	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	5126258	92601	1.8064	92601	0	100.00	0.00	
Total		8947000	92601	1.0350	92601	0	100.00	0.00	

\*Voting through Ballot Paper at the EGM



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manoj)  
Company Secretary

**Resolution No. 2:**

To re-appoint Mr. Prakash Kumar Verdia (DIN: 02429305) as an Independent Director for a second term of five years effective from April 01, 2019.

**Resolution required:(Ordinary/Special)**

Resolution required:(Ordinary/Special)					Special			
Whether Promoter/Promoter group are interested in the Agenda/Resolution					No			
Category	Mode of Voting	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 votes polled	% of Votes against on votes polled
		(1)	(2)	(3) =[(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
Promoter and Promoter group	E-voting	3460317	2444912	70.6557	2444912	0	100.00	0.00
	Poll*		706542	20.4184	706542	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3460317	3151454	91.0741	3151454	0	100.00	0.00
Public Institutions	E-voting	360425	0	0.00	0	0	0.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	360425	0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-voting	5126258	42291	0.8250	42291	0	100.00	0.00
	Poll*		49810	0.9717	49810	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5126258	92101	1.7967	92101	0	100.00	0.00
Total		8947000	3243555	36.2530	3243555	0	100.00	0.00

\*Voting through Ballot Paper at the EGM



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary

<b>Resolution No. 3:</b>									
<b>To re-appoint Mr. Roshan Lal Nagar (DIN:-02416642) as an Independent Director for a second term of five years effective from April 01, 2019.</b>									
<b>Resolution required:(Ordinary/Special)</b>					<b>Special</b>				
<b>Whether Promoter/Promoter group are interested in the Agenda/Resolution</b>					<b>No</b>				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour votes polled</b>	<b>% of Votes against on votes polled</b>	
		(1)	(2)	(3) $=\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) $=\frac{(4)}{(2)} \times 100$	(7) $=\frac{(5)}{(2)} \times 100$	
Promoter and Promoter group	E-voting	3460317	2444912	70.6557	2444912	0	100.00	0.00	
	Poll*		706542	20.4184	706542	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	<b>Total</b>	3460317	3151454	91.0741	3151454	0	100.00	0.00	
Public Institutions	E-voting	360425	0	0.00	0	0	0.00	0.00	
	Poll*		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	<b>Total</b>	360425	0	0.00	0	0	0.00	0.00	
Public Non-Institutions	E-voting	5126258	42291	0.8250	42291	0	100.00	0.00	
	Poll*		50310	0.9814	50310	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	<b>Total</b>	5126258	92601	1.8064	92601	0	100.00	0.00	
<b>Total</b>		8947000	3244055	36.2586	3244055	0	100.00	0.00	

\*Voting through Ballot Paper at the EGM



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary



# RONAK JHUTHAWAT & CO.

Practicing Company Secretaries  
& Trademark Agent

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
Extraordinary General Meeting of the Members of  
MADHAV MARBLES AND GRANITES LIMITED  
First Floor, Mumal Towers 16, Saheli Marg  
Udaipur RJ 313001 IN

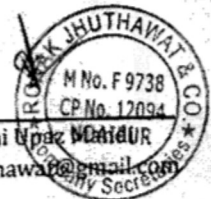
Dear Sir,

Sub: Extraordinary General Meeting of the Equity Shareholders of **MADHAV MARBLES AND GRANITES LIMITED** held on Friday, 29<sup>th</sup> March, 2019 at 10.30 A.M. at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur-313001 (Raj.)

I, Ronak Jhuthawat of M/s Ronak Jhuthawat & Co., Company Secretary in practice (Certificate of Practice no. 12094), have been appointed by the Board of Directors of **MADHAV MARBLES AND GRANITES LIMITED** (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting at the Extraordinary General Meeting venue through Ballot Paper (Poll), in a fair and transparent manner and ascertaining the result thereof, in respect of resolutions transacted at the Extraordinary General Meeting (EGM) of the Equity Shareholders of **MADHAV MARBLES AND GRANITES LIMITED**, held on Friday, 29<sup>th</sup> March, 2019 at 10.30 A.M. at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur-313001.

I submit my report as under:-

- A. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting process to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said EGM. The Company has also provided the facility of voting through Ballot Paper at the venue of the EGM to members attending the EGM but has not cast their vote by remote e-voting facility.
- B. The cut-off date for determining the eligibility of the members to vote by remote e-voting or voting at the EGM is 22<sup>nd</sup> March, 2019. As on "Cut-off" date i.e. 22<sup>nd</sup> March, 2019, there were 8386 (Eight Thousand Three Hundred & Eighty Six) shareholders.



- C. The remote e-voting facility started on 26<sup>th</sup> March, 2019 (09:30 A.M.) and ended on 28<sup>th</sup> March, 2019 (5.00 P.M.).
- D. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended, was published in the "Financial Express " (in English language) (All editions) and in "Jai Rajasthan" (in Hindi language) (Udaipur Edition), both on 07<sup>th</sup> March, 2019.
- E. At the EGM, after the commencement of the ballot process, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- F. The locked ballot box was subsequently opened by me in the presence of two witnesses, (1) Ms Srishthi Shah and (2) Ms Rekha Suthar, who are not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by Ankit Consultancy Private Limited., the Registrar and Transfer Agent of the Company and also with the authorization/proxies lodged with the Company.
- G. Thereafter, the electronic votes cast through remote e-voting provided by CDSL were unblocked in the presence of said two witnesses (1) Ms Srishthi Shah and (2) Ms Rekha Suthar on 29<sup>th</sup> March, 2019 at 01:01 P.M. i.e., immediately after counting the votes cast through Ballot papers at the EGM.
- H. There were no poll papers which were incomplete and/or which were otherwise found defective.
- I. I did not find any invalid ballot papers.
- J. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)), and the votes cast by the members (including proxies) through Ballot Papers at EGM, the consolidated results of the remote e-voting and voting at EGM, on the item of the business transacted at the EGM held on 29<sup>th</sup> March, 2019 are given in the Annexure enclosed herewith, forming part of this Report.
- L. All relevant documents, records and papers relating to remote e-voting as well as Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extraordinary General Meeting and thereafter, I shall return these documents and other related papers to the Company.





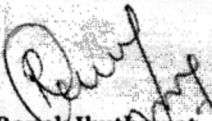
## CONCLUSION

The Resolutions mentioned in the EGM notice dated 22<sup>nd</sup> February, 2019 under the remote e-voting and Voting through Ballot conducted at the venue of the meeting have been passed with requisite majority.

Thanking you,

Yours faithfully,

For Ronak Jhuthawat & Co.  
Company Secretaries



  
Ronak Jhuthawat  
Proprietor

Membership No. FCS 9738 (COP No. 12094)



Place: Udaipur

Date: 29<sup>th</sup> March, 2019

- Witness 1:   
Name: Sristhi Shah  
Add: 46, A Sarvritu vilas Udaipur
- Witness 2:   
Name: Rekha Suthar  
Add: 12-13 Vishal Nagar, Ram pura Circle Udaipur

COUNTERSIGNED BY:  
For MADHAV MARBLES AND GRANITES LIMITED

  
(Priyanka Manawat)  
Company Secretary

**MADHAV MARBLES AND GRANITES LIMITED**  
Extraordinary General Meeting held on Friday, 29th March, 2019 at 10:30 A.M.  
**CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT**

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)	REMOTE E-VOTING		POLL AT EGM		TOTAL		%age of total valid votes	Invalid Votes	
		No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast		No. of Members	No. of invalid votes
(1)	(2)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
1	To seek approval for entering into Related Party Transaction of providing loans and 1 or give guarantees and 1 or providing securities in connection with loans raised by Madhav Natural Stone Surfaces Private Limited, Subsidiary Company	6	42,291	38	50,310	44	92,601	100.00	NIL	NIL
2	Re-appointment of Mr. Prakash Kumar Verdia (DIN: 02429305) as an Independent Director	13	2,487,203	41	756,352	54	3,243,555	100.00	NIL	NIL
3	Re-appointment of Mr. Roshan Lal Nagar (DIN: 02416642) as an Independent Director	13	2,487,203	42	756,852	55	3,244,055	100.00	NIL	NIL
		13	2,487,203	42	756,852	55	3,244,055	100.00		

Note : 1. This is the Annexure referred to in Consolidated Scrutinizer's Report dated 29th March, 2019 and forming part of that Report.

For Ronak Jhuthawat & Co.  
Company Secretaries



*Ronak Jhuthawat*  
Ronak Jhuthawat  
Membership No. : FCS-9738  
Certificate of Practice No.: 12094  
Udaipur 29th March, 2019

Counter signed by

For MADHAV MARBLES AND GRANITES LIMITED

