

## **ANNEXURE I**

### **SUMMARY OF PROCEEDINGS OF EXTRA-ORDINARY GENERAL MEETING ("EGM") OF MADHAV MARBLES AND GRANITES LIMITED HELD ON THURSDAY, MAY 30, 2019**

The Extra-ordinary General Meeting (EGM) of Madhav Marbles and Granites Limited ("the Company") was held on Thursday, May 30, 2019 at 10.00 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.

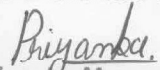
The Chairman welcomed all his colleagues on the Board and shareholders of the Company.

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 Monday, May 27, 2019 and ended on Wednesday, May 29, 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.

For Madhav Marbles & Granites Ltd.

  
(Priyanka Manawat)  
Company Secretary

The following resolutions as set out in the Notice dated May 04, 2019 covering the EGM were transacted at the meeting.

1. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate
2. Consent of members to give loan to, and acquire by way of subscription, purchase or otherwise the securities of and provide guarantee and/or security in connection with loan taken/to be taken by Madhav Natural Stone Surfaces Private Limited (MNSSPL), a subsidiary of the Company

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

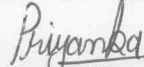
Thereafter, the Chairman announced voting to be taken through Ballot Paper and requested the scrutinizer for the orderly conduct of the voting.

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 11:00 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 Manawat)  
Company Secretary

## ANNEXURE II

Details of Proceedings of Extraordinary General Meeting				
Date of EGM				Thursday, May 30, 2019
Total number of shareholders on record date i.e. May 23, 2019				8339
No. of shareholders present in the meeting either in person or through proxy:				
Promoters and Promoter Group:				3
Public:				34
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:				Not Applicable
Summary of Voting on Resolutions:				
Sr. No.	Business	Resolution required Ordinary/Special	Mode of Voting	Remarks
1	Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate	Special	Remote e-voting and Ballot Paper at the EGM	Passed with Requisite Majority
2	Consent of members to give loan to, and acquire by way of subscription, purchase or otherwise the securities of and provide guarantee and/or security in connection with loan taken/to be taken by Madhav Natural Stone Surfaces Private Limited (MNSSPL), a subsidiary of the Company	Special	Remote e-voting and Ballot Paper at the EGM	Passed with Requisite Majority



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Mansawat)  
Company Secretary



### Agenda-wise Voting Results:

Resolution No. 1: Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate									
Resolution required:(Ordinary/Special)					Special				
Whether Promoter/Promoter group are interested in the Agenda/Resolution									
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	1233050	35.6340	1233050	0	0.00	0.00	
	Poll*		61604	1.7803	61604	0	0.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
Public Institutions	Total	3460317	0	0.00	0	0	0.00	0.00	
	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)		-	-	-	-	-	-	
Public Non-Institutions	Total	360425	0	0.00	0	0	0.00	0.00	
	E-voting	5126258	32651	0.6369	32651	0	100.00	0.00	
	Poll*		24621	0.4803	24621	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
Total	Total	5126258	57272	1.1172	57272	0	100.00	0.00	
		8947000	1351926	15.1104	1351926	0	100.00	0.00	

\*Voting through Ballot Paper at the EGM



For Madhav Marbles & Granites Ltd.

*Priyanka*  
(Priyanka Manawat)  
Company Secretary



**Resolution No. 2:**

Consent of members to give loan to, and acquire by way of subscription, purchase or otherwise the securities of and provide guarantee and/or security in connection with loan taken/to be taken by Madhav Natural Stone Surfaces Private Limited (MNSSPL), a subsidiary of the 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 $= \frac{[(2)/(1)] \times 100}{(3)}$	No. of Votes in favour	No. of Votes – against	% of Votes in favour votes polled $= \frac{[(4)/(2)] \times 100}{(6)}$	% of Votes against on votes polled $= \frac{[(5)/(2)] \times 100}{(7)}$	
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)		-	-	-	-	-	-	
	<b>Total</b>	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)		-	-	-	-	-	-	
	<b>Total</b>	360425	0	0.00	0	0	0.00	0.00	
Public Non-Institutions	E-voting	5126258	32651	0.6369	32651	0	100.00	0.00	
	Poll*		24621	0.4803	24621	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	<b>Total</b>	5126258	57272	1.1172	57272	0	100.00	0.00	
<b>Total</b>		8947000	57272	0.6401	57272	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

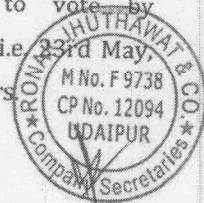
Dear Sir,

Sub: Extraordinary General Meeting of the Equity Shareholders of **MADHAV MARBLES AND GRANITES LIMITED** held on Thursday, 30<sup>th</sup> May, 2019 at 10.00 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 Thursday, 30<sup>th</sup> May, 2019 at 10.00 A.M. at Hotel Rajdarshan, 18, Pannadhai Marg, Udaipur-313001.

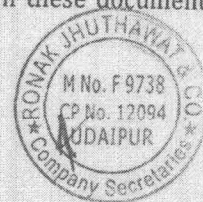
I submit my report as under:-

- 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 23<sup>rd</sup> May, 2019. As on "Cut-off" date i.e. 23<sup>rd</sup> May, 2019, there were 8339 (Eight Thousand Three Hundred Thirty Nine) shareholders





- C. The remote e-voting facility started on 27<sup>th</sup> May, 2019 (09:00 A.M.) and ended on 29<sup>th</sup> May, 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) and in "Jai Rajasthan" (in Hindi language) (Udaipur Edition), both on 08<sup>th</sup> May, 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. Antima kataria 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. Antima kataria and (2) Ms. Rekha Suthar on 30<sup>th</sup> May, 2019 at 01:25 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 30<sup>th</sup> May, 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.





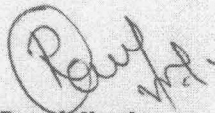
### CONCLUSION

The Resolutions mentioned in the EGM notice dated 04<sup>th</sup> May, 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)



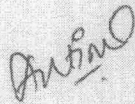
Place: Udaipur

Date: 30<sup>th</sup> May, 2019

• **Witness 1:**

Name: Antima Kataria

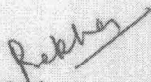
Add: 26, B Shakti Nagar, Udaipur



• **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

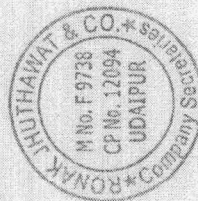


**MADHAV MARBLES AND GRANITES LIMITED**  
Extraordinary General Meeting held on Thursday, 30th May, 2019 at 10:00 A.M.  
**CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT**

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)	(3)	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	Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate	In Favour Against Total	23 - 23	1,265,701 - 1,265,701	35 - 35	86,225 - 86,225	58 - 58	1,351,926 - 1,351,926	100.00 - 100.00	NIL	NIL
2	Consent of members to give loan to, and acquire by way of subscription, purchase or otherwise the securities of and provide guarantee and/or security in connection with loan taken/to be taken by Madhav Natural Stone Surfaces Private Limited (MNSSPL), a subsidiary of the Company	In Favour Against Total	20 - 20	32,651 - 32,651	33 - 33	24,621 - 24,621	53 - 53	57,272 - 57,272	100.00 - 100.00	NIL	NIL

Note : 1. This is the Annexure referred to in Consolidated Scrutinizer's Report dated 30th MAY 2019 and forming part of that Report.

**For Ronak Jhuthawat & Co.**  
Company Secretaries



Counter signed by

**For MADHAV MARBLES AND GRANITES LIMITED**



**Ronak Jhuthawat**

Membership No. : FCS-9738

Certificate of Practice No.: 12094

Udaipur 30th MAY 2019