



M Sancheti & Associates

Company Secretaries

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Consolidated Report of Scrutinizer (E-Voting & Poll)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and rule 20(xi) & 21(2) of the Companies (Management and Administration) Rules, 2014 including amendment from time to time]

To
CHAIRMAN of
23rd Annual General Meeting of
Members of Dhabriya Polywood Limited
(formerly known as Dhabriya Agglomerates Ltd.)
B-9 D-1, Malviya Industrial Area,
Jaipur - 302017 (Raj.)

23rd Annual General Meeting of the Equity Shareholders of Dhabriya Polywood Limited held on 26th September, 2015 at 11.00 A.M at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302020 (Rajasthan)

Sub:- Passing of Resolution through electronic Voting (remote e-voting) and voting by ballot paper at the venue of AGM, pursuant to provision of Section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

Dear Sir,

I, Manish Sancheti, Practicing Company Secretary, Proprietor of M Sancheti & Associates, C-54A/3, Lal Kothi Marg, Ciwara Area, Bapu Nagar, Jaipur, Rajasthan, have been appointed as Scrutinizer for the purpose of scrutinizing the poll taken and e-voting process in fair & transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to provision of section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of Dhabriya Polywood Limited, held on 26th September, 2015 at 11.00 A.M. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302020 (Rajasthan)

I submit my consolidated report as under:

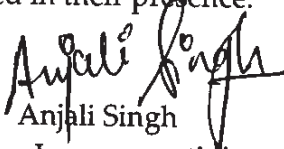

- The e-voting period remained open on and from 23.09.2015 (09.00 A.M) to 25.09.2015 (05.00 P.M) for three days.





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- The Shareholder holding Shares as on "cut-off" date i.e. 19.09.2015 were entitled to vote on the proposed resolution as set out in the Notice of the 23rd Annual General Meeting of Dhabriya Polywood Limited.
 - After the end on discussion on Resolutions on which voting were held, Chairman allowed for voting through poll paper. 1 ballot box was kept for polling and locked in my presence with due identification marks placed by me.
 - Immediately after the voting at AGM, locked ballot box was opened in my presence. I counted the Votes casted in the AGM through Poll paper and diligently scrutinized the poll papers. The poll papers are reconciled with the records maintained by the Company/ Registrar & Transferor Agents of the Company.
 - I didn't find any poll paper invalid.
 - Thereafter I unblocked the Votes casted through remote e-voting in presence of two witness, Ms. Anjali Singh and Ms. Samkisha Sharma who are not employment of the Company. They have signed below in conformation of the votes being unblocked in their presence.
- Sign:  Anjali Singh
- Sign:  Samkisha Sharma
- Thereafter I as a scrutinizier duly compiled the details of the remote e-voting carried out by the members together with the physical voting done at the venue of the AGM by way of Poll paper.
 - The consolidated result of the e-voting and poll voting are as under:

Details	Remote e-voting	Voting by Poll paper at AGM	Total Voting
Number of Member who casted their Votes	4	15	19
Total No. Shares held by them	5881000	995000	6876000
Valid Votes	5881000	995000	6876000
Abstained/ Invalid Votes	0	0	0

Ordinary Business:

- 1) Item No. 1 of the Notice as Ordinary Resolution :

Consider and adopt:

- a) The audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and





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- b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2015

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

- 2) Item No. 2 of the Notice as Ordinary Resolution :
Re-appointment of Mr. Mahendra Karnawat and Mr. Shreyansh Dhabriya as Director of the Company (retire by rotation).

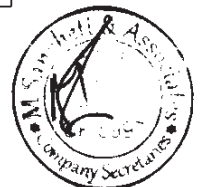
Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

- 3) Item No. 3 of the Notice as Ordinary Resolution :
Ratification of Appointment of M/s Narendra Sharma & Company, Chartered Accountant, as Statutory Auditors, Jaipur, having FRN 004983C, for the financial year 2015-16.

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

Special Business:

- 4) Item No. 4 of the Notice as Ordinary Resolution :





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Increase in authorized share capital of the Company from Rs. 10,00,00,000/- to Rs. 12,50,00,000

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

5) Item No. 5 of the Notice as Special Resolution :

Issue of Bonus Shares in ratio 1:4 (One Equity Share for Every four Equity Shares held).

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

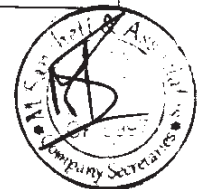
6) Item No. 6 of the Notice as Special Resolution :

Approved the 'Polywood Stock Option Scheme 2015'

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

7) Item No. 6 of the Notice as Special Resolution :

Approved the 'Polywood Stock Option Scheme 2015' for subsidiary.



Manner of Voting	Votes in Favour of the	Votes against the	Abstained/
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	resolution		resolution		Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

8) Item No. 6 of the Notice as Special Resolution :

Revision in terms of remuneration of Managing Director & Chairman Mr. Digvijay

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

9) Item No. 6 of the Notice as Special Resolution :

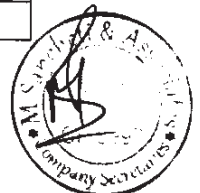
Revision in terms of remuneration of Whole Time Director Mrs. Anita Dhabriya

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0

10) Item No. 6 of the Notice as Special Resolution :

Revision in terms of remuneration of Whole Time Director Mr. Mahendra Karnawat

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0





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11) Item No. 6 of the Notice as Special Resolution :

Revision in terms of remuneration of Whole Time Director Mr. Shreyansh Dhabriya.

Manner of Voting	Votes in Favour of the resolution		Votes against the resolution		Abstained/ Invalid Votes
	Nos	%	Nos	%	
Remote E- Voting	5881000	100.00	0	0.00	0
Voting by poll paper at AGM	995000	100.00	0	0.00	0
Total	6876000	100.00	0	0.00	0


All the Resolutions as mentioned in the Notice of 23rd AGM as per detailed above stood passed with the requisite majority and deemed to be passed as on the date of 23rd AGM.

The Poll Papers, e-voting result downloaded from NSDL and all other relevant documents are records relating to e-voting and poll remained in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping after the Chairman of the Meeting signs the Minutes of the 23rd AGM.

Thanking You,

Place: Jaipur
Date: 28.09.2015

For M Sancheti & Associates


Manish Sancheti
Proprietor
Practicing Company Secretary
In Capacity of Scrutinizer
M. No. F7972

