



**M Sancheti & Associates**  
Company Secretaries

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**CONSOLIDATED SCRUTINIZER REPORT**

**[Pursuant to Section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To  
The Chairman  
27<sup>th</sup> Annual General Meeting of the  
Members of **Dhabriya Polywood Limited**  
B-9 D-1, Malviya Industrial Area,  
Jaipur - 302017 (Raj.)

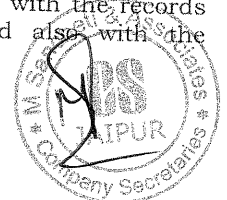
**Sub: - Consolidated Report of the Scrutinizer on Remote e-voting and voting through Ballot Paper/Poll conducted at the 27<sup>th</sup> Annual General Meeting (AGM) of Dhabriya Polywood Limited held on Saturday, September 28, 2019 at 11.00 A.M. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302022 (Raj.)**

Dear Sir,

1. I, Manish Sancheti, Practicing Company Secretary, (Membership No. 7972, C.P. No. 8997) has been appointed as Scrutinizer by the Board of Directors of Dhabriya Polywood Limited (the Company) for the purpose of scrutinizing the voting process through:
  - (i) remote e-voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
  - (ii) ballot paper/poll at the venue of the AGM, under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.

On the Resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting.

2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and voting through Ballot Paper/Poll on the resolutions contained in the Notice of the 27<sup>th</sup> AGM. Our responsibility as Scrutinizer is restricted to ensure that the voting is conducted in a fair and transparent manner, ascertaining requisite majority on the proposed resolutions and making a Scrutinizer's Report in respect of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility and voting through ballot paper/poll conducted at the venue of the AGM.
3. The remote e-voting period commenced at 9:00 A.M on Wednesday, September 25, 2019 and ended at Friday, September 27, 2019 and was disabled forthwith for voting thereafter.
4. The Shareholder of the Company holding Shares as on the "cut-off date" i.e. Saturday, September 21, 2019 were entitled to vote on the proposed resolution as contained in the Notice of the 27<sup>th</sup> AGM.
5. The Company had also provided facility to vote through ballot paper/poll to the members who were present at the AGM and who had not already cast their votes through remote e-voting facility.
6. After the time fixed for closing of voting through ballot paper/poll by the Chairman, one empty ballot box kept for voting through ballot paper/poll was locked in my presence with due identification marks placed by me.
7. The locked ballot box was opened in my presence along-with two witnesses, Aditi Agarwal and Vijay Singh, who are not employment of the Company and they have signed below in confirmation of voting through ballot paper/poll. The Ballot papers were diligently scrutinized and reconciled with the records maintained by the Company/Registrar and transfer Agents of the Company and also with the authorization/proxies lodged with the Company.



Signature: Aditi Agarwal

Name: Aditi Agarwal

Signature: Vijay Singh

Name: Vijay Singh

8. I didn't find any ballot paper/poll invalid.
9. The results of remote e-voting together with that of voting through ballot paper/poll, are enclosed as Annexure – A to this Report.
10. Based on the above results of voting, all the resolutions contained in the Notice of the 27<sup>th</sup> AGM were carried out with the requisite majority.
11. The electronic data and all other relevant records relating to remote e-voting and voting through ballot paper/poll, shall remain under our safe custody until the Chairman considers, approves and signs the minutes of the 27<sup>th</sup> AGM and the same shall be handed over to the Company Secretary for safe keeping.

**Thanking You,  
Yours Faithfully**

Manish  
Manish Sancheti  
(Scrutinizer)

C.P. No. 8997

Membership No. FCS 7972



Place: Jaipur

Date: 30.09.2019

**Annexure - A**

**Resolution 1:** To Consider and adopt:

- a) The audited financial statement of the Company for the financial year ended March 31, 2019, and the reports of Directors and Auditors thereon; and  
 b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2019, and the report of the Auditors thereon. (Ordinary Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 2:** Re-appointment of Mrs. Anita Dhabriya, who retires by rotation (Ordinary Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 3:** Appointment of Statutory Auditor (Ordinary Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 4:** Re-appointment of Mr. Digvijay Dhabriya as the Chairman & Managing Director of the Company for a period of five (5) years (Special Resolution)

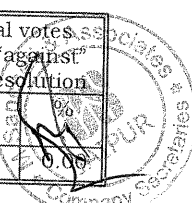
Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	6	8105208	14	268890	268890	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>6</b>	<b>8105208</b>	<b>22</b>	<b>1430198</b>	<b>1430198</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 5:** Re-appointment of Mr. Mahendra Karnawat as the Whole-Time Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	1	46250	19	8327848	8327848	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>1</b>	<b>46250</b>	<b>27</b>	<b>9489156</b>	<b>9489156</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 6:** Re-appointment of Mrs. Anita Dhabriya as the Whole-Time Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00



Poll	20	8374098	6	8105208	14	268890	268890	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>6</b>	<b>8105208</b>	<b>22</b>	<b>1430198</b>	<b>1430198</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 7:** Re-appointment of Mr. Shreyansh Dhabriya as the Whole-Time Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	6	8105208	14	268890	268890	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>6</b>	<b>8105208</b>	<b>22</b>	<b>1430198</b>	<b>1430198</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 8:** Re-appointment of Mr. Sharad Kankaria as the Independent Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 9:** Re-appointment of Mr. Anil Upadhyay as the Independent Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 10:** Re-appointment of Mr. Padam Kumar Jain as the Independent Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

**Resolution 11:** Re-appointment of Mr. Shiv Shanker as the Independent Director of the Company for a period of five (5) years (Special Resolution)

Mode of voting	Total votes cast		Abstained/ Invalid votes		Total valid votes		Total votes cast "in favour" of the resolution		Total votes cast "against" the resolution	
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	No. of Voters	No. of Votes	Nos.	%	Nos.	%
E-voting	8	1161308	0	0	8	1161308	1161308	100.00	0	0.00
Poll	20	8374098	0	0	20	8374098	8374098	100.00	0	0.00
<b>Total</b>	<b>28</b>	<b>9535406</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>9535406</b>	<b>9535406</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

