

DHABRIYA POLYWOOD LIMITEDRegd. Office: B-9D(1), Malviya Industrial Area, JAIPUR-302 017 (Raj.) INDIAPhone: +91-141-4057171, 4040101-105 | Fax : +91-141-2750814E-mail: info@polywood.org | Website : www.polywood.org

CIN: L29305RJ1992PLC007003

Ref: BSE/2022-23/30

Date: 01.10.2022

To, The General Manager Department of Corporate Service BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001

#### Scrip Code - 538715

Dear Sir/Madam,

# <u>Sub: - Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)</u> <u>Regulation 2015 - Details of Voting Results & Scrutinizer Report of 30<sup>th</sup> Annual</u> General Meeting of the Company

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed details of voting results inclusive of remote e-voting and e-voting during AGM of the Company held on Friday, September 30, 2022 at 11:00 AM through Video Conferencing (VC)/Other Audio Video means (OAVM).

We are also submitting the Consolidated Scrutinizer's Report on the Results of 30<sup>th</sup> Annual General Meeting (AGM) of the Company.

Kindly disseminate the information on the official website of the exchange for the information of all members of the exchange and investors.

Thanking you,

#### FOR DHABRIYA POLYWOOD LIMITED

Sparsh Jain Company Secretary & Compliance Officer M. No. A36383



General information about company							
Scrip code	538715						
NSE Symbol							
MSEI Symbol							
ISIN	INE260R01016						
Name of the company	DHABRIYA POLYWOOD LIMITED						
Type of meeting	AGM						
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2022						
Start time of the meeting	11:00 AM						
End time of the meeting	11:45 AM						

Scrutinizer Details						
Name of the Scrutinizer	MANISH SANCHETI					
Firms Name	M SANCHETI & ASSOCIATES					
Qualification	CS					
Membership Number	7972					
Date of Board Meeting in which appointed	13-08-2022					
Date of Issuance of Report to the company	30-09-2022					

Voting results					
Record date	23-09-2022				
Total number of shareholders on record date	1321				
No. of shareholders present in the meeting either in person or through proxy					
a) Promoters and Promoter group	0				
b) Public	0				
No. of shareholders attended the meeting through video conferencing					
a) Promoters and Promoter group	3				
b) Public	15				
No. of resolution passed in the meeting	7				
Disclosure of notes on voting results					

				Resolut	ion(1)					
Resolution r	equired: (Ord	linary / Spec	cial)	Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No							
Description	of resolution	considered		financial year ended N thereon; and (b) the au	To consider and adopt: (a) the audited financial statements of the Company for the financial year ended March 31, 2022, and the reports of the Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022, and the report of the Auditors thereon					
Category Mode of voting held polled				% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	E-Voting		7992795	99.4897	7992795	0	100	0		
Promoter	Poll									
and Promoter Group	Postal Ballot (if applicable)	8033795								
	Total	8033795	7992795	99.4897	7992795	0	100	0		
	E-Voting		0	0	0	0	0	0		
	Poll	1.50010								
Public- Institutions	Postal Ballot (if applicable)	152019								
	Total	152019	0	0	0	0	0	0		
	E-Voting		1177297	44.6211	1177297	0	100	0		
D. 1.1.	Poll									
Public- Non Institutions	Postal Ballot (if applicable)	2638431								
	Total	2638431	1177297	44.6211	1177297	0	100	0		
	Total	10824245	9170092	84.7181	9170092	0	100	0		
			Pass or Not.	Yes						
				Disclo	sure of notes of	on resolution				

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						

				Resolution	(2)				
Resolution requ	ired: (Ordinary	/ Special)		Ordinary					
Whether promothe agenda/reso	ter/promoter gr lution?	oup are inter	rested in	Yes					
Description of 1	resolution consi	dered		To appoint a Directo by rotation and being				9317), who retires	
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 on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100	
-	E-Voting		0	0	0	0	0	0	
	Poll								
Promoter and Promoter Group	Postal Ballot (if applicable)	8033795							
	Total	8033795	0	0	0	0	0	0	
	E-Voting		0	0	0	0	0	0	
	Poll								
Public- Institutions	Postal Ballot (if applicable)	152019							
	Total	152019	0	0	0	0	0	0	
	E-Voting		1177297	44.6211	1177297	0	100	0	
	Poll								
Public- Non Institutions	Postal Ballot (if applicable)	2638431							
	Total	2638431	1177297	44.6211	1177297	0	100	0	
	Total 10824245 1177297			10.8765	1177297	0	100	0	
		•		Whether	resolution is l	Pass or Not.	Yes	•	
				Disclos	ure of notes of	n resolution			

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						

				Resolution	(3)				
Resolution requ	ired: (Ordinary	/ Special)		Special					
Whether promote the agenda/reso	oter/promoter ground of the second seco	oup are inter	rested in	No					
Description of	resolution consi	dered		Approval of Appoin	tment of Mr.	Vijay Kumar	Jha as an Independ	ent Director.	
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 on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		7992795	99.4897	7992795	0	100	0	
D ( 1	Poll								
Promoter and Promoter Group	Postal Ballot (if applicable)	8033795							
	Total	8033795	7992795	99.4897	7992795	0	100	0	
	E-Voting		0	0	0	0	0	0	
	Poll								
Public- Institutions	Postal Ballot (if applicable)	152019							
	Total	152019	0	0	0	0	0	0	
	E-Voting		1177297	44.6211	1177297	0	100	0	
	Poll								
Public- Non Institutions	Postal Ballot (if applicable)	2638431							
	Total	2638431	1177297	44.6211	1177297	0	100	0	
	Total	10824245	9170092	84.7181	9170092	0	100	0	
				Whether	resolution is	Pass or Not.	Yes		
				Disclos	ure of notes o	n resolution			

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						

				Resolution	(4)					
Resolution requ	ired: (Ordinary	/ Special)		Special	Special					
Whether promo the agenda/reso	oter/promoter gr olution?	oup are inter	rested in	Yes						
Description of 1	resolution consi	dered		Approval of paymen Director of the Com						
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 on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100		
	E-Voting		0	0	0	0	0	0		
<b>n</b>	Poll									
Promoter and Promoter Group	Postal Ballot (if applicable)	8033795								
	Total	8033795	0	0	0	0	0	0		
	E-Voting		0	0	0	0	0	0		
	Poll									
Public- Institutions	Postal Ballot (if applicable)	152019								
	Total	152019	0	0	0	0	0	0		
	E-Voting		1177297	44.6211	1177297	0	100	0		
	Poll									
Public- Non Institutions	Postal Ballot (if applicable)	2638431								
	Total	2638431	1177297	44.6211	1177297	0	100	0		
	Total 10824245 1177297			10.8765	1177297	0	100	0		
		•		Whether	resolution is 1	Pass or Not.	Yes			
				Disclos	ure of notes o	n resolution				

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						

				Resolution	(5)					
Resolution requ	ired: (Ordinary	/ Special)		Special	Special					
Whether promotion the agenda/reso	oter/promoter gr olution?	oup are inter	rested in	No						
Description of	resolution consi	dered		Approval of paymer Director of the Com						
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 on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100		
	E-Voting		7992795	99.4897	7992795	0	100	0		
D 1	Poll									
Promoter and Promoter Group	Postal Ballot (if applicable)	8033795								
	Total	8033795	7992795	99.4897	7992795	0	100	0		
	E-Voting		0	0	0	0	0	0		
	Poll									
Public- Institutions	Postal Ballot (if applicable)	152019								
	Total	152019	0	0	0	0	0	0		
	E-Voting		1177297	44.6211	1177297	0	100	0		
	Poll									
Public- Non Institutions	Postal Ballot (if applicable)	2638431								
	Total	2638431	1177297	44.6211	1177297	0	100	0		
	Total	10824245	9170092	84.7181	9170092	0	100	0		
				Whether	resolution is 1	Pass or Not.	Yes			
				Disclos	ure of notes o	n resolution				

Details of Invalid Votes			
Category	No. of Votes		
Promoter and Promoter Group			
Public Insitutions			
Public - Non Insitutions			

				Resolution	(6)			
Resolution required: (Ordinary / Special) Special								
Whether promotive the agenda/reso	oter/promoter ground states of the second states of	oup are inter	rested in	Yes				
Description of	resolution consi	dered		Approval of payment of the Company, as j				nole-time Director
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	on outstanding votes – in votes –			% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
<b>D</b>	Poll							
Promoter and Promoter Group	Postal Ballot (if applicable)	8033795						
	Total	8033795	0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
	Poll	152019						
Public- Institutions	Postal Ballot (if applicable)							
	Total	152019	0	0	0	0	0	0
	E-Voting		1177297	44.6211	1177297	0	100	0
	Poll							
Public- Non Institutions	Postal Ballot (if applicable)	2638431						
	Total	2638431	1177297	44.6211	1177297	0	100	0
Total 10824245 1177297			10.8765	1177297	0	100	0	
		•		Whether	resolution is 1	Pass or Not.	Yes	•
				Disclos	ure of notes o	n resolution		

Details of Invalid Votes			
Category	No. of Votes		
Promoter and Promoter Group			
Public Insitutions			
Public - Non Insitutions			

				Resolution	(7)			
Resolution requ	ired: (Ordinary	/ Special)		Special				
Whether promotion the agenda/reso	ter/promoter ground states and st	oup are inter	rested in	Yes				
Description of	resolution consid	dered		Approval of paymen Director of the Com				
Category	Category Mode of voting No. of shares No. of votes % of Votes polled No. of votes - in No. of votes - in   No. of voting held polled shares favour against			votes -	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
<b>D</b>	Poll							
Promoter and Promoter Group	Postal Ballot (if applicable)	8033795						
	Total	8033795	0	0	0	0	0	0
	E-Voting	152019	0	0	0	0	0	0
	Poll							
Public- Institutions	Postal Ballot (if applicable)							
	Total	152019	0	0	0	0	0	0
	E-Voting		1177297	44.6211	1177297	0	100	0
	Poll							
Public- Non Institutions	Postal Ballot (if applicable)	2638431						
	Total	2638431	1177297	44.6211	1177297	0	100	0
Total 10824245 1177297			10.8765	1177297	0	100	0	
		•		Whether	resolution is 1	Pass or Not.	Yes	
				Disclos	ure of notes o	n resolution		

Details of Invalid Votes			
Category	No. of Votes		
Promoter and Promoter Group			
Public Insitutions			
Public - Non Insitutions			

#### CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 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 Annual General Meeting of the Members of **Dhabriya Polywood Limited** B-9D(1), Malviya Industrial Area Jaipur, Rajasthan - 302 017

Sub: - Consolidated Report of the Scrutinizer on Remote e-voting and e-voting facility provided to the shareholders during the Annual General Meeting (AGM) of Dhabriya Polywood Limited held on Friday, September 30, 2022 at 11:00 A.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')

#### Dear Sir,

- 1. I, Manish Sancheti, Practicing Company Secretary & proprietor of M Sancheti & Associates, (Membership No. 7972, C.P. No. 8997) has been appointed as Scrutinizer by the Board of Directors of Dhabriya Polywood Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") and e-voting at the Annual general meeting in a fair and transparent manner on all the resolutions contained in the Notice dated August 13, 2022 ("Notice") issued by the Company in accordance with General Circular No. 14 / 2020, 17 / 2020, 20 / 2020, 2 / 2021, 19 / 2021, 21 / 2021 and 2 / 2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021 and 5 May 2022 respectively issued by Ministry of Corporate affairs and in accordance with the circular dated 12<sup>th</sup> May, 2020 read with circular dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS" for convening the Annual general meeting of its members through VC/OAVM on Friday, September 30, 2022 at 11:00 A.M.
- 2. The management of the Company is responsible to ensure compliance with the requirements of the Act, and Rules made thereunder, MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the Annual general meeting. 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 e-voting at the AGM.
- Members who held Equity Share(s) of the Company as on the "cut-off date" i.e. Friday, September 23, 2022 were entitled to vote through e-voting process in relation to the Resolution specified in the Notice of the Annual general meeting ("Eligible Members"). Accordingly, the communication of assent or dissent of the Members had taken place through e-voting only.

- 4. Eligible Members were entitled to cast their vote either through remote e-voting facility ("remote e-voting") provided by the Company or e-voting facility during the AGM. However, Members who have cast their vote by remote e-voting prior to the AGM were not entitled to cast their vote again.
- 5. The remote e-voting period commenced at 09:00 A.M. on Tuesday, September 27, 2022 and ended on Thursday, September 29, 2022 at 05:00 P.M.
- 6. The remote e-voting facility was in operation during the Annual general meeting and till after 15 minutes conclusion of Meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the Annual general meeting.
- 7. All votes casted through remote e-voting up to 5:00 P.M. on Thursday, September 29, 2022 and the votes cast through e-voting facility at the AGM on Friday, September 30, 2022, were considered for scrutiny.
- 8. The votes cast through remote e-voting and e-voting at the Annual general meeting were unblocked on September 30, 2022 after 15 minutes of the conclusion of the Annual general meeting in the presence of two witnesses, who are not in the employment of the Company. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.
- 9. The results of remote e-voting and e-voting at the Annual general meeting, are enclosed as Annexure A to this Report.
- 10. Based on the above results of e-voting, all the resolutions contained in the Notice of the annual general meeting were carried out with the requisite majority.
- 11. The electronic data and all other relevant records relating to remote e-voting and voting at the Annual general meeting through, shall remain under our safe custody until the Chairman considers, approves and signs the minutes of the Annual general meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully

For Dhabriya Polywood Limited

Manish Sancheti M Sancheti & Associates FCS No.: 7972 CP No.: 8997 UDIN: F007972D001098853

Date: September 30, 2022 Place: Jaipur Digvijay Dhabriya Managing Director DIN: 00519946 (Chairman of the Meeting)

Date: October 1, 2022 Place: Jaipur

#### Annexure – A

#### **Resolution 1: Ordinary Resolution**

(a) the audited financial statements of the Company for the financial year ended March 31, 2022, and the reports of the Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022, and the report of the Auditors thereon;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	27	91,70,092	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	27	91,70,092	100.00

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

	Number of invalid votes cast by them
NIL	NIL

# **Resolution 2: Ordinary Resolution**

To appoint a Director in place of Mrs. Anita Dhabriya (DIN: 00359317), who retires by rotation and being eligible, offers herself for reappointment;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	24	11,77,297	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	24	11,77,297	100.00

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

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

	Number of invalid votes cast by them
NIL	NIL

# **Resolution 3: Special Resolution**

Appointment of Mr. Vijay Kumar Jha (DIN: 09525388) as an Independent Director of the Company;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	27	91,70,092	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	27	91,70,092	100.00

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

	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

	Number of invalid votes cast by them
NIL	NIL

# **Resolution 4: Special Resolution**

Approval of payment of remuneration to Mr. Digvijay Dhabriya, Managing Director of the Company, as per Schedule V of the Companies Act, 2013;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	24	11,77,297	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	24	11,77,297	100.00

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

# **Resolution 5: Special Resolution**

Approval of payment of remuneration to Mr. Mahendra Karnawat, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013;

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

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	27	91,70,092	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	27	91,70,092	100.00

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

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

# **Resolution 6: Special Resolution**

Approval of payment of remuneration to Mrs. Anita Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013;

(i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	24	11,77,297	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	24	11,77,297	100.00

(ii) Voted against the resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

# **Resolution 7: Special Resolution**

Approval of payment of remuneration to Mr. Shreyansh Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013;

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

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	24	11,77,297	100.00
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in favour	24	11,77,297	100.00

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

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
E-voting (at the AGM)	NIL	NIL	NIL
Total votes in against	NIL	NIL	NIL

Number of members whose votes were declared invalid	Number of invalid votes cast by them	
NIL	NIL	