



AASHISH K. BHATT & ASSOCIATES

Practicing Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

Manugraph India Limited

Sidhwa House, 2nd Floor, N.A.

Sawant Marg, Colaba, Mumbai – 400 005.

Subject: Consolidated Scrutinizer's Report on Members' voting through remote e-voting and voting through electronic voting process conducted at the 50th Annual General Meeting of Manugraph India Limited held on Tuesday, September 27, 2022 at 12.30 P.M. (IST) through Video Conferencing (VC) / other Audio Visual Means (OAVM) in accordance with General Circulars dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 issued by the Ministry of Corporate Affairs and in accordance with the circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (collectively known as "the Applicable circulars").

Dear Sir,

I, Aashish K. Bhatt, proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Manugraph India Limited (hereinafter referred as "the Company") in their meeting dated August 09, 2022 pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended from time to time, to scrutinize the remote e-voting held from 09.00 A.M. (IST) on Friday, September 23, 2022



D / 101, Lata Annexe, Above Axis Bank, W. E. Highway, Borivali (East), Mumbai - 400 066.

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to 5.00 P.M. (IST) on Monday, September 26, 2022 (hereinafter referred to as "the remote e-voting period") and voting through electronic voting process at 50th Annual General Meeting (AGM / the meeting) of the Company on the resolutions contained in the notice of AGM dated August 09, 2022 of the members of the Company held on Tuesday, September 27, 2022 at 12.30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Members of the Company were provided remote e-voting facility through National Security Depository Ltd. (NSDL) whereby they could cast their votes during the remote e-voting period and members of the Company have voted during the aforesaid period. After the said remote e-voting period, the voting portal had been disabled by NSDL, the service provider.

Members attending the AGM through VC / OAVM and who did not cast their votes through remote e-voting were allowed to cast their votes at the Meeting through electronic voting process provided by NSDL on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the aforesaid Rules. Accordingly, the Members attending the AGM through VC/OAVM and did not cast their vote earlier, voted through electronic voting process conducted at AGM.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules made there under and SEBI Listing regulations.

My responsibility as a scrutinizer of the voting process was restricted to scrutinize the e-voting process (through remote e-voting and electronic voting process at the AGM), in a fair and transparent manner and to prepare a consolidated scrutinizer's report for the votes cast in favour and against on all the resolutions as stated in the notice of AGM, based on report generated from e-voting system provided by NSDL.

The Cut-off date for the purpose of identifying the members/beneficial owners who will be entitled to vote on the resolutions for approval of the members was Tuesday, September 20, 2022.

In case of votes received through electronic voting process at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member will be considered and the votes received through electronic voting process will be considered invalid.

On September 27, 2022, after receiving the votes cast electronically by NSDL, the votes cast through remote e-voting and electronic voting process at the 50th AGM were duly unblocked by me



in the presence of Ms. Dhara Dalal and Ms. Khushboo Bhatt, who were witnesses in accordance rule 20 sub rule 4(xii) of the said rules.

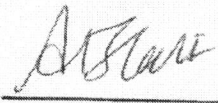
The documents pertaining to remote e-voting and electronic voting process at AGM and all other relevant records are kept in our safe custody and be retained until the minutes of AGM is approved and signed by the Chairman, and thereafter shall be handed over to the Company Secretary for safe keeping.

Information with respect to AGM as well Member's participation in the AGM is provided in Annexure 1 and consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the aforesaid Rules is annexed as Annexure 2 to this Report and based on which we confirmed that all the resolutions were passed with requisite majority.

You are requested to acknowledge the receipt of this report.

Thanking you,

For Aashish K. Bhatt & Associates
Practicing Company Secretaries



Aashish K. Bhatt

Membership No.: A19639 / COP No.: 7023

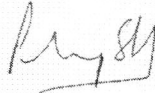
UDIN: A019639D001061691

Place: Mumbai

Date: 28.09.2022

Countersigned by:

For Manugraph India Limited



Mr. Pradeep Shah, DIN: 00248692

Chairman of the 50th Annual General Meeting

WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and with respect to the conduct of voting through remote e-voting and voting through electronic voting process at the 50th AGM by Members of Manugraph India Limited ("the Company") on all resolutions set out in the Notice convening the 50th AGM of Company, which was held on Tuesday September 27, 2022 at 12.30 P.M. through VC / OAVM, we, Dhara Dalal (working at D/101, Lata Annexe, Above Axis Bank, W.E. highway, Borivali (East), Mumbai – 400 066) and Ms. Khushboo Bhatt (working at D/101, Lata Annexe, Above Axis Bank, W.E. highway, Borivali (East), Mumbai – 400 066) hereby confirm our witnessing to the unblocking of votes cast through remote e-voting and voting through electronic voting process at the AGM .

We further state that we are not in the employment of the Company.

Witness 1:



(Ms. Dhara Dalal)

Witness 2:



(Ms. Khushboo Bhatt)



Date: 28.09.2022

Place: Mumbai

ANNEXURE - 1

Date of the AGM	September 27, 2022
Total number of shareholders as on cut off date i.e September 20, 2022	10,826
No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group: Public:	Not Applicable as pursuant to the applicable circulars, the AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
No. of Shareholders present in the meeting through VC / OAVM Promoters and Promoter Group: Public:	8 34



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ANNEXURE - 2

1. Resolution required: Ordinary			Consideration and adoption of (a) the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of 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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
Public - Institutions	Remote E-Voting and voting at AGM through electronic voting process	234,416	0	0.000	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	234,416	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote E-Voting and voting at AGM through electronic voting process	12,645,567	74,419	0.588	26,064	48,355	35.023	64.977
	Poll		0	0.00	0	0	0.000	0.000
	Total	12,645,567	74,419	0.588	26,064	48,355	35.023	64.977
Total		30,415,061	17,404,103	57.222	17,355,748	48,355	99.722	0.278



2. Resolution required: Ordinary			Appointing a Director in place of Mr. Pradeep S. Shah (DIN: 00248692), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
Public - Institutions	Remote E-Voting and voting at AGM through electronic voting process	234,416	0	0.000	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	234,416	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote E-Voting and voting at AGM through electronic voting process	12,645,567	37,395	0.296	25,534	11,861	68.282	31.718
	Poll		0	0.00	0	0	0.000	0.000
	Total	12,645,567	37,395	0.296	25,534	11,861	68.282	31.718
Total		30,415,061	17,367,079	57.100	17,355,218	11,861	99.932	0.068



3. Resolution required: Ordinary			Re-appointment of Messrs. Desai Shah & Associates, Chartered Accountants as Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
Public - Institutions	Remote E-Voting and voting at AGM through electronic voting process	234,416	0	0.000	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	234,416	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote E-Voting and voting at AGM through electronic voting process	12,645,567	37,545	0.297	27,297	10,248	72.705	27.295
	Poll		0	0.00	0	0	0.000	0.000
	Total	12,645,567	37,545	0.297	27,297	10,248	72.705	27.295
Total		30,415,061	17,367,229	57.101	17,356,981	10,248	99.941	0.059



4. Resolution required: Special			Re-appointment of Mrs. Basheera J. Indorewala (DIN: 07294515) as an Independent Director for a term of five consecutive years commencing from February 07, 2023.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
Public - Institutions	Remote E-Voting and voting at AGM through electronic voting process	234,416	0	0.000	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	234,416	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote E-Voting and voting at AGM through electronic voting process	12,645,567	74,169	0.587	25,534	48,635	34.427	65.573
	Poll		0	0.00	0	0	0.000	0.000
	Total	12,645,567	74,169	0.587	25,534	48,635	34.427	65.573
Total		30,415,061	17,403,853	57.221	17,355,218	48,635	99.721	0.279



5. Resolution required: Special			Approval to Sell / transfer / dispose off the Company Unit 2 situated at Land bearing Gat No. 1146 and 1147, Survey No. 298, Village Kodoli, Tehsil Panhala, District Kolhapur in the State of Maharashtra.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
Public - Institutions	Remote E-Voting and voting at AGM through electronic voting process	234,416	0	0.000	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	234,416	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote E-Voting and voting at AGM through electronic voting process	12,645,567	37,645	0.298	24,133	13,512	64.107	35.893
	Poll		0	0.00	0	0	0.000	0.000
	Total	12,645,567	37,645	0.298	24,133	13,512	64.107	35.893
Total		30,415,061	17,367,329	57.101	17,353,817	13,512	99.922	0.078



6. Resolution required: Ordinary			Ratification of the remuneration of the Cost Auditors for the financial year 2022-23					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting and voting at AGM through electronic voting process	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	17,535,078	17,329,684	98.829	17,329,684	0	100.000	0.000
Public - Institutions	Remote E-Voting and voting at AGM through electronic voting process	234,416	0	0.000	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total	234,416	0	0.000	0	0	0.000	0.000
Public - Non Institutions	Remote E-Voting and voting at AGM through electronic voting process	12,645,567	37,395	0.296	27,147	10,248	72.595	27.405
	Poll		0	0.00	0	0	0.000	0.000
	Total	12,645,567	37,395	0.296	27,147	10,248	72.595	27.405
Total		30,415,061	17,367,079	57.100	17,356,831	10,248	99.941	0.059

