

September 27, 2024

To  
**Dept. of Corporate Services,**  
BSE Limited,  
Phiroze Jeejebhoy Tower,  
Dalal Street, Fort,  
Mumbai – 400 001.

To  
**The Manager,**  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Security Code No. : 505324**

**Security Symbol : MANUGRAPH**  
**Security Series : EQ**

Dear Sir/s,

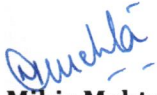
**Sub.: Scrutinizer's Consolidated Report on Voting at the 52<sup>nd</sup> Annual General Meeting of the Members of the Company held on September 27, 2024**

Please find attached herewith scrutinizers consolidated report on voting at the 52<sup>nd</sup> Annual General Meeting of Manugraph India Limited held on September 27, 2024.

We request you to take the same on record.

Thanking you,

With regards,  
**For Manugraph India Limited**



**Mihir Mehta**  
**Chief Financial Officer &**  
**Company Secretary**

**Encl.: a/a**

**MANUGRAPH INDIA LIMITED**

Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai 400 005, India.  
Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772  
Email: sales@manugraph.com Website: www.manugraph.com



# 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**

2<sup>nd</sup> Floor, Sidhwa House, N.A. Sawant Marg,  
Colaba, Mumbai- 400005.

**Subject: Consolidated Scrutinizer's Report on Members' voting through remote e-voting and electronic voting process conducted at the 52<sup>nd</sup> Annual General Meeting of Manugraph India Limited held on Friday, September 27, 2024 at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with General Circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs in this regards, the latest being general circular dated September 25, 2023 and in accordance with the circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, July 11, 2023 and October 07, 2023 issued by the Securities and Exchange Board of India (collectively known as "the Applicable circulars").**

Dear Sir,

I, Aashish K. Bhatt, Proprietor of M/s. 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 12, 2024, 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



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

Mob. : 98671 51081, 80979 85754 • Telefax : 022 2846 1715.

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to time, to scrutinize the remote e-voting held from Monday, September 23, 2024 at 09.00 A.M. (IST) to Thursday, September 26, 2024 at 05.00 P.M. (IST) (hereinafter referred to as "the remote e-voting period") and voting through electronic voting system at 52<sup>nd</sup> Annual General Meeting (AGM / the meeting) of the Company on the resolutions contained in the notice of the AGM dated August 12, 2024, of the members of the Company held on Friday, September 27, 2024 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 Securities Depositories Limited (NSDL) whereby they could cast their votes during the remote e-voting period and members of the Company voted during the aforesaid period. After the said remote e-voting period, the voting portal had been blocked 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 system 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.

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 voting through electronic voting system 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 Friday, September 20, 2024.

In case of votes received through electronic voting system 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 to be considered and the votes received through electronic voting system to be considered invalid.



On September 27, 2024, after receiving the votes cast electronically by NSDL, the votes cast were duly unblocked by me in the presence of Ms. Dikshita Upadhyay and Ms. Dhvani Shah, who were witnesses in accordance rule 20 sub rule 4(xii) of the said rules.

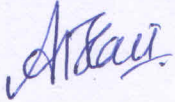
The documents pertaining to remote e-voting and voting through electronic voting system at AGM and all other relevant records are kept in our safe custody and be retained until the minutes of AGM is approved and signed by the Chairman, and thereafter shall be handed over to the Company Secretary for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

Information with respect to AGM as well as Member's participation in the 52<sup>nd</sup> 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 confirm that all resolutions were passed with requisite majority *except for Resolution no. 5 for approval of material related party transaction which has not been passed.*

You are requested to acknowledge the receipt of this report.

Thanking you,

**For Aashish K. Bhatt & Associates,  
Practicing Company Secretaries**



**Aashish K. Bhatt**

**Proprietor**

**Membership No.: A19639, COP No.: 7023**

**Peer Review Certificate no.: 2959/2023**

**UDIN: A019639E001346217**

**Place: Mumbai**

**Date: 27/09/2024**



**Countersigned by:**

**For Manugraph India Limited**

**Mr. Sanjay S. Shah**

Chairman of the 52<sup>nd</sup> Annual General Meeting of the Company



**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 system at the 52<sup>nd</sup> AGM by Members of Manugraph India Limited ("the Company") on all resolutions set out in the Notice convening the 52<sup>nd</sup> AGM of Company, which was held on Friday, September 27, 2024 at 12.30 P.M. (IST) through VC / OAVM, we, Ms. Dikshita Upadhyay (working at D/101, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) and Ms. Dhvani Shah (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 system at the AGM .

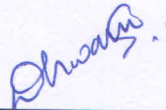
We further state that we are not in the employment of the Company.

**Witness 1:**



**Ms. Dikshita Upadhyay**

**Witness 2:**



**Ms. Dhvani Shah**

**Date: 27/09/2024**

**Place: Mumbai**



## ANNEXURE - 1

Date of the AGM	September 27, 2024
Total number of shareholders as on cut off date i.e September 20, 2024	12,632
No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group: Public:	Not Applicable 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:	9 27





## ANNEXURE - 2

1. Resolution required: Ordinary			Consideration and adoption of the the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and 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	1,75,40,078	1,71,72,979	97.9071	1,71,72,979	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,75,40,078</b>	<b>1,71,72,979</b>	<b>97.9071</b>	<b>1,71,72,979</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	Remote e-voting and voting at AGM through electronic voting process	5,55,149	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5,55,149</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public - Non Institutions	Remote e-voting and voting at AGM through electronic voting process	1,23,19,834	39,735	0.3225	18,081	21,654	45.5040	54.4960
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,23,19,834</b>	<b>39,735</b>	<b>0.3225</b>	<b>18,081</b>	<b>21,654</b>	<b>45.5040</b>
<b>Total</b>		<b>3,04,15,061</b>	<b>1,72,12,714</b>	<b>56.5927</b>	<b>1,71,91,060</b>	<b>21,654</b>	<b>99.8742</b>	<b>0.1258</b>



2. Resolution required: Ordinary			Appointment of Director in place of Mr. Shailesh B. Shirguppi (DIN: 08770042), 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	1,75,40,078	1,71,72,979	97.9071	1,71,72,979	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,71,72,979</b>	<b>97.9071</b>	<b>1,71,72,979</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	Remote e-voting and voting at AGM through electronic voting process	5,55,149	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	Remote e-voting and voting at AGM through electronic voting process	1,23,19,834	39,585	0.3213	17,921	21,664	45.2722	54.7278
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>39,585</b>	<b>0.3213</b>	<b>17,921</b>	<b>21,664</b>	<b>45.2722</b>	<b>54.7278</b>
<b>Total</b>		<b>3,04,15,061</b>	<b>1,72,12,564</b>	<b>56.5922</b>	<b>1,71,90,900</b>	<b>21,664</b>	<b>99.8741</b>	<b>0.1259</b>





<b>3. Resolution required: Special</b>			Re-appointment of Mr. Sanjay S. Shah (DIN: 00248592) as the Chairman & Managing Director, not liable to retire by rotation, for a period of three years commencing from April 1, 2025 and payment of remuneration thereof					
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	1,75,40,078	1,71,72,979	97.9071	1,71,72,979	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,75,40,078</b>	<b>1,71,72,979</b>	<b>97.9071</b>	<b>1,71,72,979</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	Remote e-voting and voting at AGM through electronic voting process	5,55,149	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5,55,149</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public - Non Institutions	Remote e-voting and voting at AGM through electronic voting process	1,23,19,834	39,585	0.3213	17,671	21,914	44.6406	55.3594
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,23,19,834</b>	<b>39,585</b>	<b>0.3213</b>	<b>17,671</b>	<b>21,914</b>	<b>44.6406</b>
<b>Total</b>		<b>3,04,15,061</b>	<b>1,72,12,564</b>	<b>56.5922</b>	<b>1,71,90,650</b>	<b>21,914</b>	<b>99.8727</b>	<b>0.1273</b>



4. Resolution required: Special			Re-appointment of Mr. Pradeep S. Shah (DIN: 00248692) as the Vice Chairman & Managing Director, not liable to retire by rotation, for a period of three years commencing from April 1, 2025 and payment of remuneration thereof					
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	1,75,40,078	1,71,72,979	97.9071	1,71,72,979	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,75,40,078</b>	<b>1,71,72,979</b>	<b>97.9071</b>	<b>1,71,72,979</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	Remote e-voting and voting at AGM through electronic voting process	5,55,149	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5,55,149</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public - Non Institutions	Remote e-voting and voting at AGM through electronic voting process	1,23,19,834	39,585	0.3213	17,671	21,914	44.6406	55.3594
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,23,19,834</b>	<b>39,585</b>	<b>0.3213</b>	<b>17,671</b>	<b>21,914</b>	<b>44.6406</b>
<b>Total</b>		<b>3,04,15,061</b>	<b>1,72,12,564</b>	<b>56.5922</b>	<b>1,71,90,650</b>	<b>21,914</b>	<b>99.8727</b>	<b>0.1273</b>





5. Resolution required: Ordinary			Availing/Continuing to avail unsecured inter-corporate loans from promoters of the Company.					
Whether promoter/ promoter group are interested in the agenda / resolution?			Yes					
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	1,75,40,078	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Institutions	Remote e-voting and voting at AGM through electronic voting process	5,55,149	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	Remote e-voting and voting at AGM through electronic voting process	1,23,19,834	39,735	0.3225	17,831	21,904	44.8748	55.1252
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>39,735</b>	<b>0.3225</b>	<b>17,831</b>	<b>21,904</b>	<b>44.8748</b>	<b>55.1252</b>
<b>Total</b>		<b>3,04,15,061</b>	<b>39,735</b>	<b>0.1306</b>	<b>17,831</b>	<b>21,904</b>	<b>44.8748</b>	<b>55.1252</b>

\* Votes casted on 1,71,72,979 equity shares by promoter/promoter group being interested in the said resolution are excluded for determining the voting results.



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6. Resolution required: Ordinary			Ratification of the remuneration of the Cost Auditors for the financial year 2024-25					
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	1,75,40,078	1,71,72,979	97.9071	1,71,72,979	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,75,40,078</b>	<b>1,71,72,979</b>	<b>97.9071</b>	<b>1,71,72,979</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	Remote e-voting and voting at AGM through electronic voting process	5,55,149	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>5,55,149</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	Remote e-voting and voting at AGM through electronic voting process	1,23,19,834	39,735	0.3225	18,081	21,654	45.5040	54.4960
	poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,23,19,834</b>	<b>39,735</b>	<b>0.3225</b>	<b>18,081</b>	<b>21,654</b>	<b>45.5040</b>	<b>54.4960</b>
<b>Total</b>		<b>3,04,15,061</b>	<b>1,72,12,714</b>	<b>56.5927</b>	<b>1,71,91,060</b>	<b>21,654</b>	<b>99.8742</b>	<b>0.1258</b>

