



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU
MBA (Finance), A.C.S.
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Form No.: MGT-13

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies [Management and Administration] Rules, 2014)

To

The Chairman

ARCHIDPLY DECOR LIMITED

THIRD ANNUAL GENERAL MEETING of Equity Share Holders

PLOT NO 7, SECTOR-9, INTEGRATED INDUSTRIAL ESTATE,
SIDCUL, PANT NAGAR, RUDRAPUR, UDHAM SINGH NAGAR,
RUDRAPUR UR 263153

Sub: Scrutinizer Report on remote E-voting conducted pursuant to the provision 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] Rules, 2015 and voting at the Third Annual General Meeting of the Equity Shareholders of ARCHIDPLY DECOR LIMITED held on, 30th day of September, 2020 at the Registered office of the Company at 10:30AM.

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting process being carried out, as per 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] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process, in respect of the resolutions passed at the Third Annual General Meeting of the Equity Shareholders of the Company held on 30th day of September, 2020 at 10:30 AM.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means voting on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided by KFIN TECHNOLOGIES PRIVATE LIMITED, the authorized agency to provide e-voting facilities, engaged by the Company.

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3. The Notice dated 23rd July, 2020 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "The Financial Express" (English) and "Uttaranchal Darpan" (Hindi) on 09th Sept, 2020.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 9.00 am on 24th September 2020 to 5.00 pm on 29th September, 2020 on the resolutions as per Annexure by the members of the company.
5. The Company had availed the e-voting facility offered by KFIN TECHNOLOGIES PRIVATE LIMITED, (i.e., <https://evoting.karvy.com>) for conducting remote e-voting by the shareholders of the company.
6. The votes cast through e-voting process were unblocked by me after the completion of the Annual General Meeting.
7. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of KFIN TECHNOLOGIES PRIVATE LIMITED, (i.e., <https://evoting.karvy.com>)
8. My report of the votes cast by shareholders through remote e-voting at the AGM with their pattern of voting is, as per the Annexure annexed to this report.



ANNEXURE:

The consolidated result of e-voting is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -
To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
21	4011582	99.9986%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
01	56	0.0014%

(iii) INVALID Votes:	
Total e-votes cast by members	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast by members	Number of Votes cast
00	00



2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

To appoint a Director in place of Mr. Rajiv Daga (DIN: 01412917) who retires by rotation as per Section 152(6) of Companies Act 2013 is being eligible offers himself for re-appointment.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
21	4011582	99.9986%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
01	56	0.0014%

(iii) INVALID Votes:	
Total e-votes cast by members	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast by members	Number of Votes cast
00	00



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3. RESOLUTION NO.3 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] :-

Appointment of Mr. Shyam Daga (DIN : 0056180) as Chairman cum Managing Director for a period of 5 years pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule V to the Companies Act, 2013.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
21	4011582	99.9986%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
01	56	0.0014%

(iii) INVALID Votes:	
Total e-votes cast by members	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast by members	Number of Votes cast
00	00



Attested

4. RESOLUTION NO.4 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] : -

Appointment of Mrs. Akshatha Rai, (DIN : 06512797), Additional Director as Independent Director for a period of 5 years pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
21	4011582	99.9986%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
01	56	0.0014%

(iii) INVALID Votes:	
Total e-votes cast by members	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast by members	Number of Votes cast
00	00



5. RESOLUTION NO.5 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] : -

Appointment of Mr. Kukkehalli Raviraj Hegde (DIN : 08693808), Additional Director as Independent Director for a period of 5 years pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
21	4011582	99.9986%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast by members	Number of Votes cast	% of total number of valid votes cast
01	56	0.0014%

(iii) INVALID Votes:	
Total e-votes cast by members	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast by members	Number of Votes cast
00	00



A Compilation of data containing a list of equity shareholders/custodians/proxies who voted in "FAVOUR", "AGAINST" "ABSTAIN" and "INVALID VOTES" for each resolution is enclosed.

All the relevant records of e-voting s will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Third Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **01st October, 2020**



Yours Faithfully,

(CS DEEPAK SADHU)

Proprietor

DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer

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