



# Anand Nimesh & Associates

## (Company Secretaries)

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### Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and  
[Rule 20 of the Companies (Management and Administration) Rule 2014 as amended]

To

The Chairman

25<sup>th</sup> Annual General Meeting of the Equity shareholders of **Pushpsons Industries Limited**, held on Wednesday, the 11<sup>th</sup> Day of September, 2019 at 11.00 AM at The Executive Club, 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110074

**Subject: Consolidated Scrutinizers report on remote e-voting and voting through Ballot papers pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 and amendments thereto and voting through poll pursuant to section 109 of the Companies Act, 2013, read with rules 21 of Companies (Management and Administration) Rule, 2014 and amendments thereto at 25<sup>th</sup> Annual General Meeting of Pushpsons Industries Limited held on Wednesday, the 11<sup>th</sup> Day of September, 2019, at 11.00 AM at The Executive Club, 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110074;**

Dear Sir,

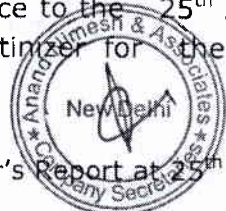
I, Anand Kumar Singh, Partner of M/s Anand Nimesh & Associates, Company Secretaries having office at 183B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 have been appointed by the Board of Directors of Pushpsons Industries Limited ("the Company") dated 30/05/2019 for the purpose of scrutinizing the remote e-voting process and voting through Ballot papers at 25<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through Ballot papers carried out, In term of provision of section 108 and 109



of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by Companies (Management and Administration) Amended Rule 2015 and pursuant to regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 on the resolution set out in the notice dated 30<sup>th</sup> Day of May, 2019 for 25<sup>th</sup> AGM of the Members of Pushpsons Industries Limited, held on 11<sup>th</sup> day of September, 2019 at 11.00 AM at The Executive Club, 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110074.

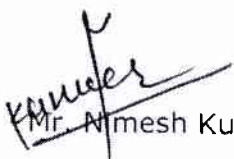
Accordingly, I submit the report, on completion of remote e-voting process and voting through Ballot papers, as under

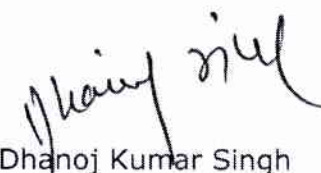
1. The Company had engaged the services of Central Depository Services (India) Limited (CSDL) as the authorized agency to provide secured system for remote e-voting process through its designated website at [https:// www.evotingindia.com/](https://www.evotingindia.com/) via CSDL e-voting platform.
2. Detailed instruction relating to poll and remote e-voting facility along with login detail were provided to the eligible members.
3. The company has also published the information related to remote e-voting in news papers namely Financial Express (English Daily) and Jansatta (Hindi Daily) dated 18<sup>th</sup> August 2019.
4. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015 and further substituted by the company (Management and Administrations) amendment, Rules 2016 (including any statutory modification or re-enactment thereof) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting period remained open from Sunday 08<sup>th</sup> Day of September 2019 (9.00 A.M.) till Tuesday 10<sup>th</sup> September, 2019 (5.00 P.M.)
5. The Members of the Company as on the "cut- off date" i.e. Wednesday, September 04, 2019, were entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting on the proposed resolutions as set out in the Notice dated Thursday, 30<sup>th</sup> Day of May 2019.
6. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by Ballot paper on the resolutions contained in the Notice to the 25<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizor for the remote e-voting process and for voting through ballot



paper at the AGM is restricted to preparing a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CSDL) and voting through ballot paper conducted at the 25<sup>th</sup> AGM.

7. At the 25<sup>th</sup> AGM of the Company held on 11<sup>th</sup> September, 2019 the Chairman at the end of the discussion on the resolution(s) ordered for poll through physical ballot papers at AGM as per Rule 20 & 21 of Companies (Management and Administration) Amendment Rules, 2015 to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes. Poll through physical ballot papers was provided at the venue of AGM at The Executive Club, 439, Village Shahoorpur, P. O. Fatehpur Beri, New Delhi-110074.
8. One (1) Ballot Box was kept for polling at the AGM ballot box was locked in my presence.
9. At the 25<sup>th</sup> Annual General Meeting, after declaration of poll by the Chairman, a box kept for polling was locked in my presence with due identification marks placed by me.
10. After completion of poll through physical ballot papers at the AGM, the locked ballot box was opened in my presence and ballot were diligently scrutinized. Thereafter polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in poll through physical ballot papers at AGM.
11. The ballot papers, which were incomplete and/or which were otherwise found defective or if signature or name of shareholders did not match with the record have been treated as invalid and were kept separately.
12. Therefore, the votes cast through remote e-voting were unblocked after completion of poll through physical ballot papers at AGM in the presence of two witnesses, Mr. Nimesh Kumar S/o Charan Singh R/o Vill- Achpal Garhi, Post-Pilkhuwa, Distt-Hapur, UP-245304, and MR. Dhanoj Kumar Singh, S/o Shri Ram Bachan Singh at G-83, 202 Vijay chook Laxmi Nagar Delhi-110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Mr. Nimesh Kumar

  
Mr. Dhanoj Kumar Singh



13. The consolidated summary of results of remote e-voting and poll through physical ballot papers at AGM are as under:

**(a) Resolution No-1:- "Ordinary Resolution"**

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March, 31, 2019, the Reports of Board of Directors and Auditors thereon.

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-1 ORDINARY RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil

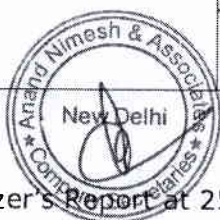
I report that ordinary resolution as contained in the item no. 1 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(b) Resolution No-2:- "Ordinary Resolution"**

To appoint a Director in place of Mr. Pankaj Jain (DIN: 00001923), who retires by rotation and being eligible, offers himself for reappointment.

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-2 ORDINARY RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil





I report that ordinary resolution as contained in the item no. 2 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(c) Resolution No-3:- "Ordinary Resolution"**

To appoint a Director in place of Mr. Dhruv Jain (DIN-06870666), who retire by rotation and being eligible, offers himself for reappointment

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-3 ORDINARY RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil

I report that ordinary resolution as contained in the item no. 3 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(d) Resolution No-4:- "Ordinary Resolution"**

To re-appoint Mr. Pankaj Jain (DIN-00001923) as a Chief Executive Officer (CEO) of the Company

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-4 ORDINARY RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil



I report that ordinary resolution as contained in the item no. 4 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(e) Resolution No-5:- "Ordinary Resolution"**

To Re-appointment of Mr. Dinesh Jain (DIN-00001912) as Managing Director of the Company

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-5 ORDINARY RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil

I report that ordinary resolution as contained in the item no. 5 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(f) Resolution No-6:- "Ordinary Resolution"**

To Approve the continuance of Directorship of Mr. Satya Bhushan Lal (DIN: 00002582), as a Non- Executive Independent Director of the Company

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-6 ORDINARY RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil

I report that ordinary resolution as contained in the item no. 6 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(g) Resolution No-7:- "Special Resolution"**

Adoption and amendment of new set of memorandum of association

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-7 SPECIAL RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil

I report that ordinary resolution as contained in the item no. 7 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

**(h) Resolution No-8:- "Special Resolution"**

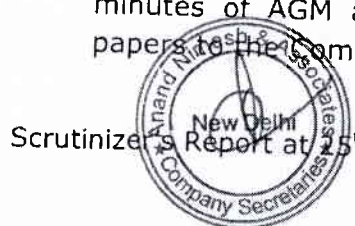
Adoption of new set of articles of association

**Voted in FAVOUR or AGAINST for the Resolution**

Item no of Notice	Voting Method	Vote in assent			Vote dissent in		Invalid Vote
		Nos.	Total vote cast	%age	Nos.	%age	
Item NO-8 SPECIAL RESOLUTION	e-voting	25	4516400	100%	Nil	NA	Nil
	Poll	07	1500	100%	Nil	NA	Nil
	Total	32	4517900	100%	Nil	NA	Nil

I report that ordinary resolution as contained in the item no. 8 of the notice dated 30<sup>th</sup> May, 2019 has been passed with the requisite majority.

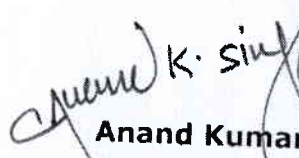
14. All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizers until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company.



15. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 25<sup>th</sup> AGM to announce the result of the meeting.
16. The register, all other papers and relevant record relating to remote e-voting and voting by Ballot papers at 25<sup>th</sup> AGM shall remain in my safe custody until the chairman consider, approved and sign the Minute of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company secretary for safe keeping.

**Thanking you**  
**Yours faithfully**


**For Anand Nimesh & Associates**  
**(Company Secretaries)**

  
**Anand Kumar Singh**  
**(Partner)**

**Mem No- 24881**  
**CP No - 9404**

**Date: 12/09/2019**  
**Place: Delhi**



  
**Mr. Pankaj Jain**  
**Chairman of 25<sup>th</sup> Annual General Meeting**

