

# VINAY KUMAR & ASSOCIATES

## COMPANY SECRETARIES

Reg Off- F-2<sup>nd</sup> 160, Dr. Ambedkar Nagar, Madangir, New Delhi-110062

Ph: +91-9871976542,

E-mail Id: vinaymeena18394@gmail.com/csvinay18@gmail.com

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021 and 19/2021 dated 08.12.2021 as issued by MCA.

**To**

**The Chairman**

**3<sup>rd</sup> Annual General Meeting of the Equity Shareholders**

**of Mayasheel Retail India Limited**



**held on Thursday, 30<sup>th</sup> day of December, 2021 at 11.30 A.M.**

*Ref:* Annual General Meeting

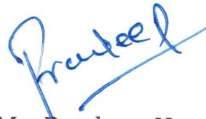
*Sub:* Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, at the 3<sup>rd</sup> Annual General Meeting of the members of Mayasheel Retail India Limited held on Thursday, 30<sup>th</sup> day of December, 2021 at 11.30 A.M. through Video Conferencing / Other Audio Visual Means ("VC/OAVM")

Dear Sir,

We, M/s Vinay Kumar & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to scrutinize the votes cast in the remote e-voting process and e-voting process during the AGM in respect of the below mentioned resolutions at the Annual General Meeting ("AGM") of the Company held on Thursday, 30<sup>th</sup> December, 2021 through Video Conferencing / Other Audio Visual Means ("VC/OAVM") open during the period from 26<sup>th</sup> December, 2021 (9:00 a.m IST) to 29<sup>th</sup> December, 2021 (5:00 p.m IST) and also during the AGM, in a fair and transparent manner and ascertaining the requisite majority on voting through remote e-voting and e-voting system carried out during the AGM as per the provisions 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, as amended from time to time as per MCA General Circular No. 14/2020 dated 08.04.2020 Circular No. 17/2020 dated 13.04.2020 Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, and 19/2021 dated 08.12.2021 as issued by MCA..

1. The remote e-voting period remained open from Sunday, 26th December, 2021 (9:00 a.m. IST) to Wednesday, 29th December, 2021 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The shareholders holding shares as on the cut-off date i.e. 23<sup>rd</sup> December, 2021 were entitled to vote on the proposed resolutions (Item No's. 1 to 13) as set out in the Notice of the 3<sup>rd</sup> Annual General Meeting of Mayasheel Retail India Limited by remote e-voting system prior to 3<sup>rd</sup> AGM and e-voting system during the 3<sup>rd</sup> AGM.
3. The Company had availed the e-voting facility offered by National Security Depository Limited ("NSDL") for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the Members of the Company.
4. The Company has provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting before the AGM.
5. After the conclusion of the e-voting at the 3<sup>rd</sup> AGM, the votes casted by the members present through VC/OAVM at the 3<sup>rd</sup> AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of National Security Depository Limited (<https://evoting.nsdl.com/>) on 30<sup>th</sup> December, 2021 at 02:43 p.m. in the presence of two witnesses i.e. Mr. Pradeep Kumar and Ms. Kalpana Dubeydi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence



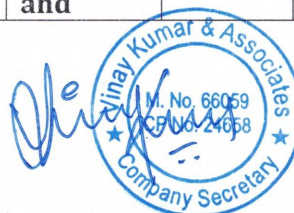
Name : Mr. Pradeep Kumar



Name : Ms. Kalpana Dubeydi

6. The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means (i.e. by remote e-voting and e-voting mechanism) at the AGM for resolutions contained in the Notice of the 3<sup>rd</sup> AGM of the Company.
7. Our Responsibility as scrutinizer for ascertaining the requisite majority on e-voting system and through remote e-voting at the AGM is restricted to prepare and submit the Scrutinizers Report on the total votes casted "In Favour" or "Against" the resolutions contained in the Notice of AGM.
8. The Consolidated Report on the results of voting through e-voting system and through remote e-voting at the AGM, are as under:-



Item no. of the Notice/ Resolution	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (favour and and	Nos.	% of total number of valid votes cast (favour and against)	Nos.





		against)			
<b><u>ORDINARY BUSINESS</u></b>					
<b>Item No. 1 :</b> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors and Directors thereon.	2,14,23,085	99.995	1,000	0.005	0
<b>(Ordinary Resolution)</b>					
<b>Item No. 2 :</b> To appoint a Director in place of Mr. Sunil Kumar Karwa (DIN: 07024669), who retires by rotation and being eligible, offers himself for re-appointment.	1,44,23,085	99.993	1,000	0.007	70,00,000
<b>(Ordinary Resolution)</b>					
<b><u>SPECIAL BUSINESS</u></b>					
<b>Item No. 3 :</b> Re-appointment of Mr. Atul Garg (DIN: 070246831) as a Managing Director of the Company and to fix the remuneration	1,51,73,086	99.993	1,000	0.007	62,49,999
<b>(Special Resolution)</b>					
<b>Item No. 4 :</b> Regularization of appointment of Mr. Parthy Purani (DIN: 07024663), Additional Director as a Director of the Company	1,74,23,085	99.994	1000	0.006	40,00,000
<b>(Special Resolution)</b>					
<b>Item No. 5 :</b> Appointment of Mr. Parthy Purani as an Executive Director of the Company and fixation of remuneration.	1,74,23,085	99.994	1000	0.006	40,00,000
<b>(Special Resolution)</b>					
<b>Item No. 6 :</b> Approval of Re-appointment of Mr. Sunil Kumar Karwa (DIN: 07024669) as an Executive Director of the Company	1,44,23,085	99.993	1,000	0.007	70,00,000

and to fix the remuneration <b>(Special Resolution)</b>					
<b>Item No. 7 :</b> Approval of the Appointment and Remuneration of Mr. Sushil Kumar Karwa(DIN: 07024677) as an Executive Director of the Company and to fix the remuneration <b>(Special Resolution)</b>	1,44,23,085	99.993	1,000	0.007	70,00,000
<b>Item No. 8 :</b> Approval of Re-Appointment and Remuneration of Mr. Puneet Kalani (DIN: 07166259) as an Executive Director of the Company <b>(Special Resolution)</b>	1,86,73,085	99.996	1000	0.006	27,50,000
<b>Item No. 9 :</b> To consider and adopt the Shareholders' Agreement regarding the Pre-emption rights in respect of transfer of shares. <b>(Special Resolution)</b>	14,23,086	99.993	1000	0.007	1,99,99,999
<b>Item No. 10 :</b> To consider the amendment of the Articles of Association of the company to include the right of pre-emption in respect to transfer of shares <b>(Special Resolution)</b>	14,23,086	99.993	1000	0.007	1,99,99,999
<b>Item No. 11 :</b> Amendment of the Articles of Association of the company to include the clause related to fees to be paid for copies of Register of Members. <b>(Special Resolution)</b>	2,14,23,085	99.995	1000	0.005	0
<b>Item No. 12 :</b> Increase in Authorized Share Capital and amendment in the Capital clause of Memorandum of Association of the Company	2,14,23,085	99.995	1000	0.005	0



<b>(Special Resolution)</b>					
<b>Item No. 13</b> : To approve the scheme of loan for managing director and whole time director.	14,23,086	99.993	1000	0.007	1,99,99,999
<b>(Special Resolution)</b>					

9. The Electronic data and all other relevant records relating to the remote e-voting and e-voting system at the AGM have been handed over to Shri Atul Garg, Director of the Company for preserving safely.

Thanking you,

Yours faithfully,

**For Vinay Kumar & Associates  
Company Secretaries**



**Vinay Kumar**  
**ACS 66059, CP No. 24658**  
**UDIN: A066059C002014491**

**Date: 31<sup>st</sup> December, 2021**  
**Place: New Delhi**



# e-Voting Module



**Result File : 118945**

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DAT	STATUS	EVEN_RATIO
118945	INE03NO01017	MAYASHEEL RETAIL INDIA LIMITED EQ	26-12-2021	29-12-2021	01-01-2022	U	1.00

EVEN	RESOLUTION ID	OPTION ID	OPTION NAME	VOTER COUNTS	VOTE COUNTS
118945	1	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	1	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	10	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	10	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	11	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	11	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	12	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	12	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	13	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	13	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	2	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	2	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	3	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	3	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	4	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	4	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	5	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	5	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	6	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	6	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	7	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	7	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	8	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000

  
 Vinay Kumar & Associates  
 M.No. 68059  
 CP No. 21658  
 Company Secretary



118945	8	2	I/We dissent to the resolution(Against/ No)	1	1000.000
118945	9	1	I/We assent to the resolution(For/ Yes/ Favour)	11	21423085.000
118945	9	2	I/We dissent to the resolution(Against/ No)	1	1000.000

EVEN	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_I	HOLDING	VOTES	CAST_VOTE_DATE
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118945	IN30184610397020	ANIL KUMAR	13	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	1	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	2	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	3	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	4	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
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118945	IN30184610397020	ANIL KUMAR	6	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	7	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	8	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
118945	IN30184610397020	ANIL KUMAR	9	1	1500.000	1500.000	Dec 27, 2021 9:14:44 AM
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118945	IN30429519327255	SWADHIN MANDAL	3	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
118945	IN30429519327255	SWADHIN MANDAL	4	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
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118945	IN30429519327255	SWADHIN MANDAL	6	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
118945	IN30429519327255	SWADHIN MANDAL	7	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
118945	IN30429519327255	SWADHIN MANDAL	8	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
118945	IN30429519327255	SWADHIN MANDAL	9	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
118945	IN30429519327255	SWADHIN MANDAL	10	1	500.000	500.000	Dec 27, 2021 4:42:48 PM
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118945	IN30133040615450	VIKRAMKUMAR B HOMRAJ THANVI HUF	13	2	1000.000	1000.000	Dec 27, 2021 8:09:49 PM

  
 Kumari & Associates  
 Company Secretary  
 M.No. 66008  
 4868  
 Dec 27, 2021 8:09:49 PM















118945	IN30051385678417	ATUL GARG	6	1	6249999.000	6249999.000	Dec 29, 2021 9:26:23 AM
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118945	IN30282210472040	PLANIFY CAPITAL PRIVATE LIMITED	5	1	1415186.000	1415186.000	Dec 29, 2021 10:39:32 AM
118945	IN30282210472040	PLANIFY CAPITAL PRIVATE LIMITED	6	1	1415186.000	1415186.000	Dec 29, 2021 10:39:32 AM
118945	IN30282210472040	PLANIFY CAPITAL PRIVATE LIMITED	7	1	1415186.000	1415186.000	Dec 29, 2021 10:39:32 AM
118945	IN30282210472040	PLANIFY CAPITAL PRIVATE LIMITED	8	1	1415186.000	1415186.000	Dec 29, 2021 10:39:32 AM
118945	IN30282210472040	PLANIFY CAPITAL PRIVATE LIMITED	9	1	1415186.000	1415186.000	Dec 29, 2021 10:39:32 AM

