

General information about company	
Scrip code	532841
NSE Symbol	
MSEI Symbol	
ISIN	INE280H01015
Name of the company	SAHYADRI INDUSTRIES LIMITED
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-06-2021
Start time of the meeting	03:30 PM
End time of the meeting	04:30 PM

Scrutinizer Details	
Name of the Scrutinizer	SUVIR SARAF
Firms Name	NA
Qualification	CS
Membership Number	29981
Date of Board Meeting in which appointed	26-05-2021
Date of Issuance of Report to the company	30-06-2021

Voting results	
Record date	21-06-2021
Total number of shareholders on record date	9248
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	12
b) Public	33
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their Respective shareholders.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6426856	5115379	79.5938	5115379	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6426856	5115379	79.5938	5115379	0	100	0
Public- Institutions	E-Voting	68544	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	68544	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3066100	42262	1.3784	41993	269	99.3635	0.6365
	Poll		218666	7.1317	218666	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3066100	260928	8.5101	260659	269	99.8969	0.1031
Total		9561500	5376307	56.2287	5376038	269	99.995	0.005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Suvir Govind Saraf
B.COM, ACS

Company Secretary

Office: Flat No 3, Building A,
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Katraj Pune - 411046
Mobile: 9766037763
Email ID: suvirgsaraf@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]**

To,
The Chairman,

Name of the Company	Sahyadri Industries Limited
Meeting	NCLT Convened Meeting of the Members
Day, Date & Time	Monday, 28 th June 2021 at 3:30 pm
Mode	VC/OVAM
Deemed Venue	Not applicable

Dear Sir,

Subject :

- 1) Combined Scrutinizer Report on Remote E-voting and E-Voting at NCLT Convened Meeting of Members of the Company held on Monday, 28th June 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
- 2) Combined Voting results, pursuant to Securities Exchange Board of India (SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017. (SEBI Circular)

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

I, Suvir Govind Saraf, Practicing Company Secretary, having M.No 29981 and CP 11409 having office at Kanchan Nagari Co Hsg Soc, Katraj, Pune have been appointed as scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) for the purpose of scrutinizing the Remote E-Voting and E-Voting conducted at the meeting of members of the Company by NCLT held on Monday, 28th June 2021 at 03:30 pm through VC / OAVM as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench and pursuant to the provisions of section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended, read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 read with General Circular No. 20/2020 dated 05th May, 2020 General Circular No. 33/2020 dated 28th September 2020, read with General Circular No 10/2021 dated 23rd June 2021 issued by Ministry of Corporate Affairs and the circular dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI)(hereinafter referred to as the "Circulars") and with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations 2015.



The NCLT Order dated Wednesday 17th February 2021 read with corrigendum order dated Monday 03rd May 2021 inter alia provide for relaxation in the manner in which the NCLT convened Meeting will be held including the manner of sending the notices to the shareholders and the manner of voting at the meeting, which was necessitated on account of Covid -19 pandemic. Pursuant to NCLT Orders and Circulars physical attendance of the members had been dispensed with and accordingly the facility for appointment of proxies by the members was also dispensed with.

Accordingly I as the scrutinizer, also attended the meeting through Video Conferencing (VC).

Members who attended the meeting through VC/OVAM were counted for the purpose of reckoning the quorum under section 103 of the Companies Act 2013. The attendance of the shareholders who attended the meeting was downloaded from CDSL Portal. The adequate quorum was present throughout the meeting.

I submit herewith my report:

1. Responsibility and E-voting Agency:

The compliance with the provisions of the Companies Act 2013 and rules thereunder read along with the NCLT Order dated Wednesday 17th February 2021 read with corrigendum order dated Monday 03rd May 2021 mentioned above and SEBI Regulations 2015 relating to remote e-voting and e-voting during the NCLT convened meeting by the shareholders on the resolution proposed in the notice dated Friday 28th May 2021 of the members of Sahyadri Industries Limited (The Company), convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench is responsibility of the management.

My responsibility as a Scrutinizer was to ensure that the process of remote e-voting and voting electronically at the NCLT convened meeting is conducted in fair and transparent manner and render Consolidated Scrutinizer Report of the votes cast For or Against the resolution in the Notice of the NCLT convened meeting .

The Company has appointed Central Depositories Services Limited (CDSL) as the agency for providing e-voting facility to the members of the Company. The NCLT Convened meeting was conducted by Link InTime India Private Limited the Registrar and Transfer Agents of the Company as Host of the meeting through Webex Meet application on the platform of CDSL.

2. Notice of Meeting and advertisement:

In accordance with the notice of the NCLT convened meeting sent to the shareholders by way of Email dated 28th May 2021 and the Newspaper advertisement published on 28th May 2021 in Financial Express and on 28th May 2021 in Loksatta pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amendment 2015) and the circulars mentioned above the remote e-voting period remained open from Friday 25th June 2021 (9: 00 am) to Sunday 27th June 2021 (05:00 pm).

3. Cut-off Date:



The shareholders holding shares as on the "cut off" date i.e. Monday, 21st June, 2021 were entitled to vote on the resolution of the NCLT Convened Meeting of the members of the Company.

4. Remote e-voting process:

The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked after the conclusion of the NCLT Convened Meeting in the presence of two witnesses (Mrs. Madhuri Pathak residing at Katraj, Pune and Ms. Mukta Siddha residing at Model Colony, Pune) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of CDSL (www.evotingindia.com).

5. Voting at Meeting:

After declaration of commencement of e-voting during the conduct of the NCLT convened meeting, the shareholders who have not voted through remote e-voting process were instructed to cast their vote on the e-voting platform provided by the e-voting website of CDSL. This facility was made available during the meeting and for another period of 15 minutes after the meeting. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

6. Counting Process and results:

The total votes cast in favour or against all the resolutions proposed in the Notice of the NCLT Convened Meeting are as under:

- a) **Resolution No. 1** – To approve the arrangement as proposed in the scheme of arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at NCLT Convened Meeting through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	64	3	67	-----
Number of votes cast by them	5157372	218666	5376038	99.99
(ii) Voted against				
Number of members voted	4	NA	4	-----
Number of votes cast by them	269	NA	269	0.01
(iii) Total				

Total number of members voted	68	3	71	-----
Total number of votes cast by them	5157641	218666	5376307	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	0	NA	0
Total Number of shares involved	0	NA	0

On the basis of same as per SEBI Circular dated 10th March 2017 voting results of the Public shareholders on e-voting is an under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	6426856	5115379	79.5938	5115379	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5115379	79.5938	5115379	0	100.0000	0.0000
Public Institutions	E-Voting	68544	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3066100	42262	1.3784	41993	269	99.3635	0.6365
	Poll		218666	7.1317	218666	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		260928	8.5101	260659	269	99.8969	0.1031
Total		9561500	5376307	56.2287	5376038	269	99.9950	0.0050

7. Accordingly, Resolution No. 1 has been passed with requisite majority of the total votes cast and also vote cast by non promoter shareholder as per the aforesaid Notice of the NCLT Court Convened Meeting.

8. Electronic data and relevant Records:

All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you.

Yours faithfully,



Suvir Govind Saraf

ACS No: 29981

C. P. No: 11409

Place: Pune

Date: 30.06.2021

UDIN: A029981C000544979