

**Scrutinizer's Report**

Pursuant to section 108 of Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 (As amended)

To,

The Board of Directors

**M/s. Marvel Decor Limited**

Plot No 211, GIDC Phase II, Dared,  
Jamnagar – 361004, Gujarat, India

Dear Sir/Madam,

**Subject:** Scrutinizer's Report on voting process of 24<sup>th</sup> Annual General Meeting (AGM)

I, Nandish Dave, Practicing Company Secretary (Prop. of N S Dave and Associates), was appointed as scrutinizer for the purpose of scrutinizing voting process of 24<sup>th</sup> Annual General Meeting of M/s. Marvel Decor Limited (CIN: L18109GJ1996PLC030870) (the Company), for the businesses set out in Notice calling AGM, pursuant to section 108 and 109 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014.

Annual General Meeting of the members of the company was held on September 29, 2020 at 10:00 AM through Video Conferencing / Other Audio-Visual Means ("VC/OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 and the rules notified thereunder, read with General Circular No. 14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020 and No. 20/2020 dated 05.05.2020 issued by the Ministry of Corporate Affairs ("MCA Circulars) and Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020 issued by the Securities & Exchange Board of India ("SEBI Circular"), due to COVID-19 pandemic.

My responsibility as a scrutinizer for voting process is restricted to preparing a scrutinizer's report of the vote cast "in favour" or "against" the resolution(s) based on the reports generated from the remote e-voting system provided by the National Securities Depository Limited (NSDL).

I submit my report as under:



- 1.) Shareholders holding shares either in physical form or in Dematerialized Form as on the cut-off date i.e. September 23, 2020 were entitled to vote on proposed resolution (1 to 3) as set out in Notice of AGM dated September 04, 2020 of the Company.
- 2.) The facility provided for Remote e-voting commenced on September 26, 2020 (09:00 AM IST) and ended on September 28, 2020 (05:00 PM IST) via e-voting platform on the designated website of NSDL, viz. <https://evoting.nsdl.com>. Further, facility for e-voting was given during AGM and till few minutes after completion of AGM dated September 29, 2020, who could not participate through Remote e-voting, as the AMG was conducted through VC/OAVM. The remote e-voting facility was blocked thereafter.
- 3.) The votes cast through Remote e-voting votes were unblocked by me in the presence of two witnesses, who are not in employment of the company, they have signed in confirmation of the votes being unblocked in their presence.


<i>Dimple J. Lalwani</i>	<i>P. H. Sapariya</i>
Dimple Lalwani	Prakash Sapariya

- 4.) The voting done through Remote e-voting was reconciled with the records maintained by the RTA.
- 5.) The Results of voting is annexed as **Annexure A** herewith.
- 6.) All the resolutions mentioned in the AGM Notice as per details given accordingly stand passed with requisite majority.
- 7.) The electronic data and all other relevant records relating to E-voting conducted at the AGM is under my safe custody and will be handed over to Company Secretary of the company for preserving safely after the chairman consider approves and signs the minutes of AGM.

Thank you.

**Date:** September 30, 2020  
**Place:** Jamnagar  
**UDIN:** A037176B000819311

**For, N S Dave & Associates**  
Practicing Company Secretaries



*N.S. Dave*

**Nandish S Dave**  
Proprietor  
ACS: 37176 CP: 13946

Annexure A

<b>1. Adoption of Financial Statements:</b>	
To Receive, Consider, Approve and Adopt:	
A. "RESOLVED THAT, the Audited Standalone Financial Statements of the company for the financial year ended 31 <sup>st</sup> March, 2020 and Report of Board of Director's and Auditor's thereon laid before this meeting, be and hereby considered and approved."	
B. "RESOLVED THAT, the Audited Consolidated Financial Statements of the company for the financial year ended 31 <sup>st</sup> March, 2020 and Report of Auditor's thereon laid before this meeting, be and hereby considered and approved."	
Resolution Required: (Ordinary/ Special)	Ordinary
Whether Promoter and Promoter group are interested in the agenda/resolution?	No
<ul style="list-style-type: none"> <li>Resolution passed with Requisite Majority.</li> </ul>	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12424140	12424140	100.00%	12424140	0	100%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		12424140	100.00%	12424140	0	100%	0.00%
Public-Institutional holders	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	4616000	554000	12.00%	554000	0	100%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		554000	12.00%	554000	0	100%	0.00%
Total		17040140	12978140	76.16%	12978140	0	100%	0.00%

Invalid Votes / Votes not taken on Record: Nil





<b>2. Retire by Rotation:</b>		
To appoint a director in place of Mr. Dipak R. Paun (DIN: 01662090), who retires by rotation and, being eligible, offer himself for re- appointment.		
Resolution Required: (Ordinary/ Special)	Ordinary	
Whether Promoter and Promoter group are interested in the agenda/resolution?	No	
<ul style="list-style-type: none"> <li>Resolution passed with Requisite Majority.</li> </ul>		

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12424140	*10559100	84.99%	*10559100	0	100%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		*10559100	84.99%	*10559100	0	100%	0.00%
Public-Institutional holders	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	4616000	554000	12.00%	554000	0	100%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		554000	12.00%	554000	0	100%	0.00%
<b>Total</b>		<b>17040140</b>	<b>11113100</b>	<b>65.22%</b>	<b>11113100</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

\* Invalid Votes / Votes not taken on Record: Vote casted by Mr. Dipak R. Paun (DIN: 01662090), holding 1865040 shares; has not been taken into record, as Resolution directly relates to him.





<b>3. To Approve Related Party Transactions:</b>	
To Approve Related Party Transactions (Including Material Related Party Transactions, if any).	
Resolution Required: (Ordinary/ Special)	Ordinary
Whether Promoter and Promoter group are interested in the agenda/resolution?	Yes
Resolution passed with Requisite Majority.	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12424140	*0	0.00%	*0	0	0.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		*0	0.00%	*0	0	0.00%	0.00%
Public-Institutional holders	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	4616000	554000	12.00%	554000	0	100%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		554000	12.00%	554000	0	100%	0.00%
Total		17040140	554000	3.25%	554000	0	100%	0.00%

\* Invalid Votes / Votes not taken on Record: Vote casted by Promoters and Promoter Group, holding 12424140 shares; have not been taken into record.

For, N S Dave & Associates  
Practicing Company Secretaries

  
**Nandish S Dave**  
Proprietor  
ACS: 37176 CP: 13946

