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FORM NO. MGT-13

REPORT OF SCRUTINIZER(S)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Saurabh Kalia, Advocate

Chairperson appointed by National Company Law Tribunal,

Principal Bench at New Delhi

Meeting of the Equity Shareholders of Grovy India Limited held on Saturday, 01st December, 2018 at 11:30 A.M. at 122, First Floor, Vinobapuri, Lajpat Nagar Part - II, New Delhi - 110024, pursuant to the order dated 17th October, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi.

Hon'ble Chairperson,

I, Vivek Goyal, Chartered Accountant in whole time practice, have been appointed by the National Company Law Tribunal, Principal Bench at New Delhi as the Scrutinizer for the purpose of the Voting of the Equity Shareholders (through Postal Ballot, E-voting and voting through Poll process at the meeting) on the below mentioned resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the “No Observation letter” issued by the BSE Limited dated 31st August, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble National Company Law Tribunal, Principal Bench at New Delhi (“NCLT”) or its appellate authority(ies)/ Court(s) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for Amalgamation of Ankur Buildtech Private Limited (Transferor Company 1/Applicant Company 1), Ganesh



Contractors And Colonisers Private Limited (Transferor Company 2/Applicant Company 2), Ganesh Promoters Private Limited (Transferor Company 3/Applicant Company 3) with Grovy India Limited (Transferee Company/ Applicant Company 4) and their respective shareholders and creditors (“Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

I submit my Report as under:

1. The Company completed dispatch of aforesaid Notice to Equity Shareholders on 30th October, 2018 along with the Postal Ballot Form to its Equity Shareholders whose names appeared on the Register of members/ list of Beneficial Owners, as received from Registrar and Shares Transfer Agents i.e. M/s Skyline Financial Services Private Limited as on 26th October, 2018 ('Cut-off date').
2. The summary of the Notices and forms sent via courier and sent via e-mail to Equity Shareholders as on the cut-off date, are as under:-

SI No	Particulars	Name of Shareholders
01	Notices and Forms dispatched to the Equity shareholders of the Company by courier	29
02	Notices and Forms dispatched to the Equity shareholders of the Company by e-mail	64
	TOTAL	93

3. The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('remote e-voting') facility, to cast their votes on the designated website of www.evotingindia.com via Central Depository Services (India) Ltd. (hereinafter referred to as the "CDSL").

4. I had monitored the process of remote e-voting through Scrutinizer's secured link provided by CDSL on the designated website.



5. The remote e-voting period commenced on 01st November, 2018 (09:00 AM) and closed on 30th November, 2018 (05:00 PM).
6. 01 (One) Postal Ballot form received up to 30th November 2018 at 5:00 p.m. (IST) the last date and time fixed by the Company for receipt of the form was considered for my scrutiny.
7. The Postal Ballot form was kept in my safe custody before commencing the scrutiny of such Postal Ballot form.
8. The Postal Ballot form was duly opened in my presence and the same was diligently scrutinized and the Ballot form was reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company by the Equity shareholders as on cut-off date 26th October, 2018.
9. There was no Postal Ballot form, which was incomplete and/or which was otherwise found defective.
10. The Tribunal convened meeting of the Equity Shareholders of M/s Grovy India Limited held on Saturday, 01st December, 2018 at 11:30 A.M. at 122, First Floor, Vinobapuri, Lajpat Nagar Part - II, New Delhi - 110024.
11. In terms of the directions contained in the Order dated 17.10.2018, passed by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"), the quorum for the Meeting was fixed as 35 equity shareholders. Further, it was directed that if the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the shareholders, present and voting, shall be deemed to constitute the quorum.
12. The Chairperson commenced the Meeting at 11:30 A.M., however, due to the absence of the requisite quorum, the Meeting was adjourned by 30 minutes in terms of the said Order and was thereafter, reconvened at 12:00 Noon.
13. After the time fixed for closing of the poll by the Chairman, 01 (One) ballot box kept for polling was locked in my presence.
14. The locked ballot box was subsequently opened in my presence and in presence of following two witnesses:
- (i) Shri Afnaan Siddiqui son of Shri N.I.H Siddiqui resident of 271-D, Kalkaji – 110019
- (ii) Sh. Surman Kumar Jha son of Sh. Vimal Kant Jha resident of III-F, 738, 2nd Floor, Ghaziabad, Vaishali, Sector – 3, Pin code – 201010
- and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
15. The poll paper, which was found defective have been treated as invalid and kept separately.



I submit the result as under:

Particulars	No. of Valid Votes			Total	Percentage
	Poll at Meeting	E-voting	Postal Ballot		
For	22	27	1	50	100
Against	0	0	0	0	0
Total	22	27	1	50	100

A. Details of Vote cast by shareholder (including public shareholders) by way of poll at Meeting, e-voting and postal ballot, separately are given below:

i) Voting through Poll Papers at the Meeting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	22	130429
b) <u>Less:</u> Invalid votes	1	14500
c) Net valid votes cast	21	115929
d) Votes with assent	21	115929
e) Votes with dissent	0	0

ii) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	27	1054174
b) <u>Less:</u> Invalid votes	0	0
c) Net valid votes cast	27	1054174
d) Votes with assent	27	1054174
e) Votes with dissent	0	0

iii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	1	50
b) <u>Less:</u> Invalid votes	0	0
c) Net valid votes cast	1	50
d) Votes with assent	1	50
e) Votes with dissent	0	0

B. Voting through e-voting, Postal Ballot and Poll Papers by public shareholders (excluding promoters and promoters group) :

Particulars	No. of Valid Votes			Total	Percentage
	Poll at Meeting	E-voting	Postal Ballot		
For	22	15	1	38	100
Against	0	0	0	0	0
Total	22	15	1	38	100

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i.) Voting through Poll Papers at the Meeting:

Particulars	No. of Voters	No. of Equity Shares
f) Total votes received	22	130429
g) Less: Invalid votes	1	14500
h) Net valid votes cast	21	115929
i) Votes with assent	21	115929
j) Votes with dissent	0	0

ii) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
f) Total votes received	15	358728
g) Less: Invalid votes	0	0
h) Net valid votes cast	15	358728
i) Votes with assent	15	358728
j) Votes with dissent	0	0

iii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
f) Total votes received	1	50
g) Less: Invalid votes	0	0
h) Net valid votes cast	1	50
i) Votes with assent	1	50
j) Votes with dissent	0	0

List of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed (**Annexure - I**).

16. The Register and all other papers relating to physical voting was handed over to the Chairperson of the meeting after conclusion of the Tribunal convened meeting.

Thanking you,
Yours Truly,



C.A. VIVEK GOYAL
M.NO. 092934

Dated: 01.12.2018

Place : New Delhi

**GROVY INDIA LIMITED REPORT OF E-VOTING
RESOLUTION -1**

SR.NO	FOLIO.NO.	DPID	SHARES HELD AS ON 26/10/2018	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	TYPE OF VOTING	CATEGORY
1		1201890000000072	117000	117000	0	0	RUSHABH BIMAL JALAN	evoting	promoter
2		1201890000000091	5000	5000	0	0	RADHA KISHAN JALAN HUF	evoting	promoter
3		1201890000000108	35000	35000	0	0	BIMAL KUMAR JALAN HUF	evoting	promoter
4		1201890000001209	35000	35000	0	0	SUSHILA JALAN	evoting	promoter
5		12018902000000501	24500	24500	0	0	RK/JALAN HUF RK/HUF	evoting	promoter
6		12018902000000514	20500	20500	0	0	PJ/JALAN/HUF PJ/HUF	evoting	promoter
7		12018902000003116	33500	33500	0	0	NISHIT JALAN	evoting	promoter
8		12018902000003135	78000	78000	0	0	ANKUR JALAN	evoting	promoter
9		1201890200023012	350	350	0	0	MURARI KUMAR JHA	evoting	public
10		1201890200027908	50	50	0	0	SHIPRA SINGH	evoting	public
11		1201890200029179	85446	85446	0	0	ABHISHEK JALAN	evoting	promoter
12		1201890200036982	21321	21321	0	0	UMESH KUMAR SINGH	evoting	public
13		1201910103270341	44300	44300	0	0	PANKAJ JAIN SONS HUF	evoting	public
14		1205420000025578	25000	25000	0	0	PANKAJ JAIN	evoting	public
15		1205860000012721	200000	200000	0	0	VINOD AGGARWAL	evoting	public
16		1304140001647317	1	1	0	0	LOKESH GUPTA	evoting	public
17		1304140007635382	3	3	0	0	AYUSH GUPTA	evoting	public
18		IN30011810449827	1	1	0	0	PRAVEEN KUMAR	evoting	public
19		IN30039414748203	3	3	0	0	VINITA JAIN	evoting	public
20		IN30039414752520	52	52	0	0	PARMOD KUMAR JAIN	evoting	public
21		IN30070810182550	1	1	0	0	RAJINI GUPTA	evoting	public
22		IN30120910220111	46944	46944	0	0	DEEPTI JAIN	evoting	public
23		IN30120910220120	20700	20700	0	0	PANKAJ JAIN	evoting	public
24		IN30165310363112	62000	62000	0	0	ANITA JALAN	evoting	promoter
25		IN30165310363129	142500	142500	0	0	RAJ KUMAR JALAN	evoting	promoter
26		IN30165310363137	57000	57000	0	0	PRAKASH CHAND JALAN	evoting	promoter
27		IN30299410059342	2	2	0	0	ADITI JAIN	evoting	public
		TOTAL	1054174	1054174	0	0			

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GROYV INDIA LIMITED REPORT OF POSTAL BALLOT

RESOLUTION - 1

SR.NO	FO.I.O.NO.	DPID	CLID	SHARES HELD AS ON 26/10/20	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	TYPE OF VOTING	CATEGORY
1	1910			50	50	0	0	PUKHRAJ BANSAL	POSTAL BALLOT	PUBLIC
			TOTAL	50	50	0	0			



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GROVY INDIA LIMITED REPORT OF POLLING AT THE VENUE

RESOLUTION - 1

SR.NO	FOLIO.NO.	DPID	CLID	SHARES HELD AS ON 26/10/2018	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	TYPE OF VOTING	CATEGORY
1		IN302566	10054873	1	1	0	0	0 NEETU JAIN	BALLOT PAPER	PUBLIC
2		IN302566	10054865	1	1	0	0	0 RAJESH JAIN	BALLOT PAPER	PUBLIC
3		IN302822	10017937	14500	0	0	14500	ADROIT FINANCIAL	BALLOT PAPER	PUBLIC
4		12019101	00575310	2000	2000	0	0	0 NISHA AGRAWAL	BALLOT PAPER	PUBLIC
5		12018902	00034187	1100	1100	0	0	0 ANITA MISHRA	BALLOT PAPER	PUBLIC
6		IN302822	10104804	14500	14500	0	0	0 ANIL GARG	BALLOT PAPER	PUBLIC
7		219		1450	1450	0	0	0 RINKU MISHRA	BALLOT PAPER	PUBLIC
8		12018902	00009700	689	689	0	0	0 BAIDHYANATH SINGH	BALLOT PAPER	PUBLIC
9		IN301549	52023321	15000	15000	0	0	0 PAWAN JAIN	BALLOT PAPER	PUBLIC
10		12056000	00081993	16100	16100	0	0	0 MANVI MAHOTA	BALLOT PAPER	PUBLIC
11		IN300118	10036150	25	25	0	0	0 HARMOHAN SINGH SAWHNEY	BALLOT PAPER	PUBLIC
12		12018902	00018711	275	275	0	0	0 SHANKAR PODDAR	BALLOT PAPER	PUBLIC
13		12019101	01709018	2000	2000	0	0	0 SANJEEV AGARWAL HUF	BALLOT PAPER	PUBLIC
14		IN300118	10449827	1	1	0	0	0 PRAVEEN KUMAR	BALLOT PAPER	PUBLIC



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GROVY INDIA LIMITED REPORT OF POLLING AT THE VENUE

RESOLUTION -1

SR.NO	FOLIO.NO.	DPID	CLID	SHARES HELD AS ON 26/10/2018	FAVOR	AGAINST	INVALID	NAME OF SHAREHOLDER	TYPE OF VOTING	CATEGORY
15		IN301549	52096968	32000	32000	0	0	PRIYANKA JAIN	BALLOT PAPER	PUBLIC
16		12059200	00000211	9700	9700	0	0	AMARPALI AADYA TRADING & INVESTMENTS PVT.LTD	BALLOT PAPER	PUBLIC
17		12019101	03715322	19500	19500	0	0	DIVINUS PROMOTERS PVT.LTD	BALLOT PAPER	PUBLIC
18		12019103	528230	1085	1085	0	0	BARIS REAL ESTATE PVT.LTD	BALLOT PAPER	PUBLIC
19		IN302566	10090775	1	1	0	0	AJAY JAIN	BALLOT PAPER	PUBLIC
20		302566	10090767	1	1	0	0	MONIKA JAIN	BALLOT PAPER	PUBLIC
21		12019101	03047806	300	300	0	0	ROHIT MITTAL	BALLOT PAPER	PUBLIC
22		IN303655	10110758	200	200	0	0	POONAM GUPTA	BALLOT PAPER	PUBLIC
			Total	130429	115929	0	14500			



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