



### **BOARD OF DIRECTORS OF THE COMPANY**



Mr. Suresh Gaggar, Executive Chairman

Mr. Suresh Gaggar has been associated with Garnet International Limited since the day of its inception, bringing with him more than 35 years of business acumen in capital markets and financial services.

Having experienced the peaks and troughs of the business, he has a deep understanding of the intricacies of the Indian financial markets. A post graduate in Commerce from the University of Rajasthan, he has the right mix of strong business roots and a history of courageous business decisions with decades of rich experience in the industry.

With a keen eye for the potentially successful businesses, he invests not only on the USP and the business case, but also people. He can connect with people across generations, making him one of the most dynamic people in the organization, fluidly co-existing with ideas of the past, truth of the present and the potential in the future. His strong analytical bent of mind combined with his rich industry involvement makes him known among his esteemed peers for rock-solid foresight in the equity market.

He believes in the idea of running the organisation like that of a lean start-up with enough fodder for the mind and soul and strives to create an office eco-system conducive to human growth and its potential.

While his heart is entrenched into business cases and bottom-line, he has his soul deeprooted into the idea of giving back to the world what it gave to him. Engaging in broad realms of philanthropic activities with NGOs and NPOs, his theory in life is that life has no theory and that everyone has their destined purpose.



Mr. Ramakant Gaggar, Managing Director

Mr. Ramakant Gaggar brings to the organization 23 years of rich experience in the capital markets and financial services.

With robust expertise in areas of compliance, his extensive knowledge and his vigor and zest for keeping the gears moving, he is known to run the everyday operations of the organization.

Possessing complete control over the organization's backend working, he is the coveted expert in arenas of Corporate Governance, Compliance, Company Law and the daily functioning of Garnet International Limited.



Dr. Jaswantsingh Patil, Non-Executive Independent Director

Dr. Jaswantsingh Dilipsingh Patil is a MBBS, M.D (Chest), B.H.M.S, MD (Alternative Therapies). Dr. Pail is a Mentor & PG Guide at Hanhemann College of Homeopathy, UK Founder & Chief Visionary DEEP GANGA GROUP. Dr. Patil was also an EX-Lecturer in K.E.M Hospital, Mumbai. He has 29 years of experience in Allopathy, 16 years of experience in Homoeopathy and 12 years of experience in different alternative therapies 1999 onwards.

He is a renowned Cardiologist as well as a Celebrated Homeopath. He has successfully treated many patients of Pulmonary Tuberculosis, Multiple Sclerosis and Gynecological disorder.

He is the founder and chairman of Deep Ganga Foundation.



## **BOARD OF DIRECTORS OF THE COMPANY**



Mrs. Sandhya Lotlikar,
Non Executive Independent Women Director

Ms. Sandhya brings together 25 years of rich experience in Investment Compliance and organizational Management. Previously she has held Management positions at an Investment trust Company and leading education conglomerate. She holds a Bachelor of Arts degree from the University of Mumbai.



Mr. Sharad Rathi
Non-Executive Non Independent Director

With 25 years of strong industry experience, Mr. Sharad Rathi brings a competitive edge to the company in matters relating to project finance, working capital, securitization and capital allocation. He is an independent Director of the company.

A graduate in commerce from Mumbai University and a Fellow Chartered Accountant, his expertise includes managing IPOs, private equity and debt assignments across industries such as healthcare, power, textiles, infrastructure, retail and entertainment.

With his career experience in Merchant Banking, Mr. Sharad Rathi had played a pivotal role for several large & reputed corporates across various sectors.

He also manages an advisory firm which provided independent consultancy for financial and equity related matters.



Vishnu Kanth Bhangadia
Non Executive Independent Director

Mr. Vishnu Kant Bhangadia aged about 36 years has done his graduation and has experience in various fields including industrial and pharmaceuticals areas and is also having the knowledge of administrative and compliance related aspects of the Company.

He is whole time director of Shalimar Agencies Limited.



#### **Board of Directors**

Mr. Suresh Gaggar Chairman Executive Director

Mr. Ramakant Gaggar Managing Director

Mr. Sharad Rathi

Non-Executive Non Independent Director

Dr. Jaswantsingh Patil

Non-Executive Independent Director

Mrs. Sandhya Lotlikar

Non-Executive Independent Director

Mr. Vishnu Kanth Bhangadia

Non-Executive Independent Director

## **Chief Financial Officer**

Mr. Sanjay Ravindra Raut

## **Company Secretary and Compliance officer**

Mrs. Deepika Pandey

## **Registered Office**

901, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021

## **Statutory Auditor**

M/s. M.V.K & Associates (FRN: 120222W), Chartered Accountants, Mumbai

#### **Banker**

**HDFC** Bank Limited

## **Registrar & Transfers Agents**

Link Intime India Private Ltd, Address: C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai-400083

Phone: 022 49186270, Fax: 022 49186060, e-mail: rnt.helpdesk@linkintime.co.in

Shares Listed on: BSE Limited (code: 512493)

| Sr. No. | Content  | Page No. |
|---------|--|----------|
| 1       | Notice   | 4-14     |
| 2       | Directors Report                                 | 15-46    |
| 3       | Management Discussion and Analysis Report        | 47-49    |
| 4       | Corporate Governance Report                      | 50-68    |
| 5       | Standalone Balance sheet and Auditors Report     | 69-94    |
| 6       | Consolidated Balance Sheet and Auditors Report - | 95-119   |
| 7       | Attendance Slip                                  | 121      |
| 8       | Proxy Form                                       | 123      |



37th Annual Report 2018-2019

#### NOTICE

**Notice** is hereby given that the 37<sup>th</sup> Annual General Meeting (AGM) of Members of **Garnet International Limited** will be held on Monday, 30<sup>th</sup> September, 2019, at 4.00 p.m., at 901, Raheja Chambers, Nariman Point, Free Press Journal Marg, Mumbai - 400021 Maharashtra, to transact the following business:

#### **ORDINARYBUSINESS:**

- 1. To consider and adopt:
  - a. Audited Standalone Financial Statement for the year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
  - Audited Consolidated Financial Statement for the year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon
- 2. To appoint a director in place of Mr. Ramakant Gaggar (DIN:01019838), who retires by rotation and being eligible offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

#### 3. Appointment of Statutory Auditor to fill casual vacancy:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. B.M Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MVK Associates, Chartered Accountants, (ICAI Registration No. 120222W).

**RESOLVED FURTHER THAT** M/s. B.M Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W) be and are hereby appointed as Statutory Auditors of the Company to hold the office from 16<sup>th</sup> August, 2019, until the conclusion of this Annual General Meeting (37<sup>th</sup>) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

#### 4. Appointment of Statutory Auditor:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. B.M Gattani & Co., Chartered Accountants, (Firms Registration No. 113536W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2024, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

## 5. To Appoint Mrs. Sandhya Lotlikar, as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Mrs. Sandhya Lotlikar (DIN 08329535), who was appointed by the Board as an additional Non-Executive Independent director w.e.f 11th Janauray, 2019, pursuant



37th Annual Report 2018-2019

to provisions of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Independent Director and who has also submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years, that is, up to 29th September, 2025."

#### 6. To Appoint Mr. Vishnu Kanth Bhangadia, as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Mr. Vishnu Kanth Bhangadia(DIN 02405217), who was appointed by the Board as an additional Non-Executive Independent director w.e.f. 29th May, 2019, pursuant to provisions of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Independent Director and who has also submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years, that is, up to 29th September, 2025."

# 7. To Change the designation of Mr. Sharad Rathi, from Non-Executive-Independent Director to Non-Executive-Non-Independent Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT approval of the members of the Company has been granted pursuant to the provisions of sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, for change in designation of Mr. Sharad Rathi, from Non Executive Independent Director to Non Executive Non Independent Director of the Company eligible to retire by rotation."

#### 8. Approval to grant loan pursuant to Section 185 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company and in furtherance to the existing loans given, the consent of the Members be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security for an amount not exceeding 100 Crores, in aggregate to Sukartik Clothing Private Limited, a Material Subsidiary of the Company on such terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** Board of Directors of the Company, Mr. Sanjay Raut, Chief Financial Officer and or Mrs. Deepika Pandey, Company Secretary of the Company, be and are hereby severally authorized to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc for the aforesaid grant of loans or issue of Corporate Guarantee or providing Security to the subsidiaries of the Company and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or any other Officer in this regard."



37th Annual Report 2018-2019

#### NOTES:

- 1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3, 4, 5, 6, 7 and 8 above and the relevant details of the Directors seeking re appointment under Item No(s). 5 and 6 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
- 2. A MEMBER ENTITLEDTO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURSBEFORE THE COMMENCEMENT OF THE AGM. The Proxy form, forms a part this Annual Report.

The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before commencement of the AGM. A Proxy form is annexed to the Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.

A Proxy-holder shall prove his identity at the time of attending the Meeting. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s)authorized under the said resolution to attend and vote on their behalf at the AGM.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

- 3. **Book Closure:** the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive), for the purpose of the AGM of the Company.
- 4. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27<sup>th</sup> March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31<sup>st</sup> March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

- 5. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):
  - A Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.



37th Annual Report 2018-2019

B. During the financial year 2018 – 19, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

| Sr. No. | Particular   | Amount of Dividend | No of shares |
|---------|--|--------------------|--------------|
| 1       | Final Dividend for the Financial Year 2009-10 transfer in financial year 2017-18 | 82,001.00          | 6425         |
| 2       | Final Dividend for the Financial Year 2010-11                                    | 64771.00           | 649          |

The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at <a href="https://garnetint.com/iepf/">https://garnetint.com/iepf/</a> and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link (www.iepf.gov.in).

- 6. Members are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- 7. Documents open for inspection:
  - A During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company;
  - B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and
  - C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested ,maintained under Section 189 of the Companies Act,2013, will be available for inspection by the members at the AGM

## 8. Green Initiative:

- A Electronic copy of the Notice convening the 37<sup>th</sup> AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
- B. Members, who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

### 9. Procedure for voting:

- A In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members are provided with the following alternatives by which they may cast their votes:
- (i) by electronic means through the remote e-voting platform provided by the National Securities Depository Limited (NSDL). The remote e-Voting period will commence on Friday, 27<sup>th</sup> September, 2019 at 9.00 a.m. and will end on Sunday, 29<sup>th</sup> September, 2019 at 5.00 p.m. The remote e-voting module will be disabled by NSDL for voting thereafter. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23<sup>rd</sup> September, 2019, may cast their votes through remote e-Voting. Instructions and information relating to e-voting are as follows:

#### Instructions

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.



37th Annual Report 2018-2019

- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical |   | Your User ID is:  |
|--|---|---|
| a)   | For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12*****. |
| b)   | For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12************************************                |
| c)   | For Members holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the company  |
|  |   | For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***  |

- 5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form the.pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your registered address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.



37th Annual Report 2018-2019

Step 2: Cast your vote electronically on NSDL e-Voting system.

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of the Company.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail <a href="mailto:cssiddharthsharma@gmail.com">cssiddharthsharma@gmail.com</a> to with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl. com or call on toll free no.: 1800-222-990 or send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- A Members who have cast their votes by remote e-Voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- B. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019.
- C. The Company has appointed M/s Siddharth Sharma & Associates, Practice Company Secretary Firm, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- E. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website www.garnetint.com and on NSDL website <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> immediately after the result is declared by the Chairman.
- 10. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400083, Tel:022- 49186000, e-mail: rnt@linkintime.co.in.