

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 14.08.2015

**SCRUTINIZER'S CONSOLIDATED REPORT
(E-VOTING PROCESS & POLL PROCESS)**

**{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 63rd Annual General Meeting of the Members of **Cravatex Limited** (the Company) held on Friday, 14th day of August, 2015, at 11.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Cravatex Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 63rd Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 14th day of August, 2015.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 63rd AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 63rd AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 63rd AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Tuesday, 11th August, 2015, (9.00 a.m.) to Thursday, 13th August, 2015, (5.00 p.m.).

Jayshree S. Joshi

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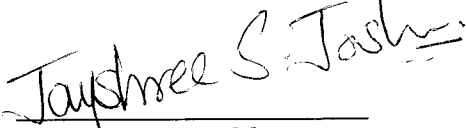
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- ii. The Members of the Company as on the "cut-off" date i.e. 7th August, 2015, were entitled to vote on the Resolutions (items No. 1 to 6 as set out in the Notice of the 63rd AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1(One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- iv. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 12.45 p.m. i.e. after the Conclusion of 63rd Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. <https://evoting.nsdl.com>
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.



Jayshree S. Joshi
(Scrutinizer)

Countersigned:

For Cravatex Limited

Chairman

Encl.: As Above

ANNEXURE

Resolution No.1- Adoption of Audited Financial Statements and Audited Consolidated Financial Statements for the year ended March 31, 2015. [Ordinary Resolution]

Total votes cast: 20,49,938				Valid votes: 20,49,938				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
19,98,694	100.00	0	0.00	51,244	100.00	0	0.00	20,49,938	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED BY UNANIMOUSLY.

Resolution No. 2- Declaration of Dividend on Equity Shares for the year ended March 31, 2015. [Ordinary Resolution]

Total votes cast: 20,52,738				Valid votes: 20,52,738				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
20,01,494	100.00	0	0.00	51,244	100.00	0	0.00	20,52,738	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED BY UNANIMOUSLY.



Resolution No. 3- Re-appointment of Mr. Rajesh Batra (DIN: 00020764), Director who retires by rotation. [Ordinary Resolution]

Total votes cast: 20,52,728				Valid votes: 20,52,728				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
20,01,484	100.00	0	0.00	51,244	100.00	0	0.00	20,52,728	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED BY UNANIMOUSLY.

Resolution No. 4- Appointment of M/s. S.P. Chopra & Co., Chartered Accountants (Reg. No. 101911W) as Auditors and to fix their remuneration. [Ordinary Resolution]

Total votes cast: 20,52,738				Valid votes: 20,52,738				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
20,01,494	100.00	0	0.00	51,244	100.00	0	0.00	20,52,738	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED BY UNANIMOUSLY.



Resolution No. 5- Appointment of Ms. Pheroza Jimmy Bilimoria (DIN: 00191386) as an Independent Director.
[Ordinary Resolution]

Total votes cast: 20,52,738				Valid votes: 20,52,738				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
20,01,494	100.00	0	0.00	51,244	100.00	0	0.00	20,52,738	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED BY UNANIMOUSLY.

Resolution No. 6- Payment of remuneration upto Rs.42 Lacs to Mr. Rajesh Batra, (DIN: 00020764) Managing Director for the FY 2015-16. [Special Resolution]

Total votes cast: 20,52,738				Valid votes: 20,52,738				Invalid Votes: 0			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
20,01,494	100.00	0	0.00	51,244	100.00	0	0.00	20,52,738	100.00	0	0.00

VOTING RESULT: RESOLUTION PASSED BY UNANIMOUSLY.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutiniser)

Countersigned :
For Cravatex Limited

Chairman