

Scrutiniser's Report- Combined

Consolidated Report of Scrutiniser's on remote e-voting and voting by poll at the 65th Annual General Meeting

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
of the 65th Annual General Meeting of Equity Shareholders of
Cravatex Limited [CIN: L93010MH1951PLC008546]
held on Friday, September 8, 2017 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025

Dear Sir,

Sub.: Combined Scrutinisers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 65th Annual General Meeting (AGM) of Cravatex Limited held on Friday, September 8, 2017 at 10.30 a.m.

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as Scrutiniser by the Board of Directors of Cravatex Limited ('the Company') for the purpose of scrutinising the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, September 5, 2017, at (9:00 a.m. IST) and ended on Thursday, September 7, 2017 (5:00 p.m. IST) and the NSDL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutiniser's Report dated September 8, 2017 on the remote e-voting.
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we,

Page 1 of 3



Modi

Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Mr. Dilip Modi, Member of the Company holding shares under DP & Client ID: IN30133017037481, have been appointed as the Scrutinisers by the Chairman of the 65th Annual General Meeting [‘AGM’] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 65th AGM of the Members of the Company held on Friday, September 8, 2017 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025.

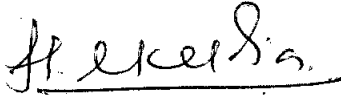
5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinisers’ Report dated September 8, 2017 on the poll taken on all the resolutions contained in the notice to the 65th AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 65th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To consider and adopt the (a) audited Financial Statements of the Company for the Year ended March 31, 2017, including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and the Auditors thereon; and (b) audited Consolidated Financial Statements of the Company for the Year ended March 31, 2017 together with the Reports of the Auditors thereon (Ordinary Resolution):	20,96,521	2	22	99.999	0.001
2. To appoint a Director in place of Mr. Rajiv Batra (DIN: 00748729), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution):	20,96,519	4	22	99.999	0.001
3. To appoint M/s. GPS & Associates, Chartered Accountants, Mumbai (Firm Registration No. 121344W) as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of 65 th Annual General Meeting till the conclusion of 70 th Annual General Meeting and fix their remuneration (Ordinary Resolution):	20,96,519	4	22	99.999	0.001



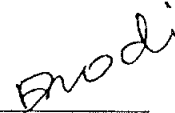
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 65th AGM of the Members of the Company. Our responsibility as scrutinisers for the e-voting process and for poll at the 65th AGM is restricted to make a Scrutinisers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Sharex Dynamic (India) Pvt. Ltd. (Registrar and Share Transfer Agent) at the time of poll taken at the 65th AGM.

Thanking you,



Hemanshu Kapadia
Scrutiniser for e-voting and poll
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477

Date: September 8, 2017
Place: Mumbai



Dilip Modi
Scrutiniser
Member
DP & Client id- IN30133017037481

Date: September 8, 2017
Place: Mumbai

Acknowledge receipt of the same

For Cravatex Limited



Rajesh Batra
Chairman & Managing Director
DIN: 00020764
Chairman of the 65th Annual General Meeting of the Company

Date: September 8, 2017
Place: Mumbai

