

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 12.08.2016

**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 64th Annual General Meeting of the Members of **Cravatex Limited** (the Company) held on Friday, 12th day of August, 2016, at 11.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

Dear Sir,

1. I, 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 64th Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 12th day of August, 2016.
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 64th 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 64th 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 64th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Tuesday, 9th August, 2016, (9.00 a.m.) to Thursday, 11th August, 2016, (5.00 p.m.).

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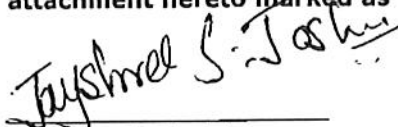


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- ii. The Members of the Company as on the "cut-off" date i.e. 5th August, 2016, were entitled to vote on the Resolutions (items No. 1 to 4 as set out in the Notice of the 64th AGM of the Company).
- iii. After the time fixed for closing of the poll 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 12.15 p.m. i.e. after counting the votes cast at the 64th Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Ms. Sweta Jadhav 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

9A.

ANNEXURE

Resolution No.1- To consider and adopt:

- (a) the audited Financial Statements of the Company for the year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Directors and Auditors thereon; and
- (b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2016 together with Reports of the Auditors thereon. [Ordinary Resolution]

Total votes cast: 20,94,569		Valid votes: 20,94,569		Invalid Votes: 0	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
20,94,429	0	140	0	20,94,569	0
100%	0.00%	100%	0.00%	100%	0.00%

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Resolution No. 2- To appoint a Director in place of Mr. Nabankur Gupta (DIN 00020125) who retires by rotation and, being eligible, offers himself for re-appointment. [Ordinary Resolution]

Total votes cast: 20,94,569		Valid votes: 20,94,569		Invalid Votes: 0	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
20,94,429	0	140	0	20,94,569	0
100%	0.00%	100%	0.00%	100%	0.00%

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Resolution No. 3- To Re-appoint M/s. S.P. Chopra & Co., Chartered Accountants (Reg. No. 101911W) as Statutory Auditors of the Company to hold office from the conclusion of 64th Annual General Meeting till the conclusion of the 65th Annual General Meeting and to authorize the Board to fix their remuneration. [Ordinary Resolution]

Total votes cast: 20,94,569		Valid votes: 20,94,569		Invalid Votes: 0	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
20,94,429	0	140	0	20,94,569	0
100%	0.00%	100%	0.00%	100%	0.00%

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Resolution No. 4- To approve re-appointment of Mr. Rajesh Batra (DIN : 00020764) as the Managing Director, for a period of 3 (three) years with effect from June 1, 2016. [Ordinary Resolution]

Total votes cast: 20,94,569		Valid votes: 20,94,569		Invalid Votes: 0	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
20,94,429	0	140	0	20,94,569	0
100%	0.00%	100%	0.00%	100%	0.00%

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Jayshree S. Josthi
Jayshree S. Josthi
 (Scrutiniser)

Countersigned :
 For Cravatex Limited

Rajesh Batra
 Chairman