

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

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SCRUTINISER'S REPORT ONE-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India]

To,

The Chairman

of the 66th Annual General Meeting of Equity Shareholders of

Cravatex Limited [CIN: L93010MH1951PLC008546]

held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai-400 025

Sub.: **Result of E-voting held for 66th Annual General Meeting (AGM) of the Equity Shareholders of Cravatex Limited.**

Dear Sir,

I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of Cravatex Limited ("the Company") as the Scrutiniser for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS - 2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation"), on the resolutions contained in the notice to the 66th Annual General Meeting (AGM) of the Members of the Company, held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 66th AGM of the Members of the Company. My responsibility as a scrutiniser for the e-voting process is restricted to prepare a Scrutiniser's Report on the votes cast "in favour" or "against" the resolutions as stated in notice to the 66th AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.

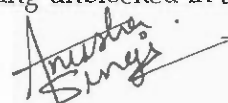
2. Further to the above, I submit my report as under:-



- i. Thee-voting period remained open from Friday, September 14, 2018, at (9:00 a.m. IST) to Sunday, September 16, 2018 (5:00 p.m. IST).
- ii. The Members of the Company as on the "cut-off" date for the purpose of e-voting i.e. Monday, September 10, 2018 were entitled to vote on the resolutions (Item nos. 1 to 5 as set out in the notice of the 66th AGM of the Company).
- iii. Thee-voting platform was blocked on Sunday, September 16, 2018 after 5:00 p.m. (IST) and the votes casted were unblocked on September 17, 2018 in the presence of two witnesses, Mr. Siddharth Sinkar and Ms. Anusha Singi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Siddharth Sinkar



Name: Anusha Singi

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from thee-voting website of NSDL i.e. <https://www.evotingindia.nsdl.com> and based on such report generated, the result of thee-voting is as under:

I. Ordinary Business:

A. Resolution No. 1: To consider and adopt the (a) audited Financial Statements of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 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) audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with Reports of the Auditors thereon (Ordinary Resolution):

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
34	2080651	99.999

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
1	2	0.001

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them one-voting
0	0

B. Resolution No. 2: To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the period ended March 31, 2017 (Ordinary Resolution):



(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
34	2080651	99.999

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
1	2	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

C. Resolution No. 3: To declare a dividend on 4% Non-Convertible Cumulative Redeemable Preference Shares for the financial Year ended March 31, 2018. (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
33	2080649	99.999

(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	4	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

D. Resolution No. 4: To declare a dividend on the Equity Shares for the financial Year ended March 31, 2018. (Ordinary Resolution):

(iv) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
34	2080651	99.999

(v) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
1	2	0.001



(vi) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them one-voting
0	0

E. Resolution No. 5: To appoint a Director in place of Mr. Rajesh Batra (DIN: 00020764) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):

(vii) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
34	2080651	99.999

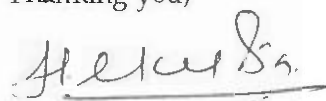
(viii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast one-voting
1	2	0.001

(ix) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them one-voting
0	0

Thanking you,



Hemanshu Kapadia
Scrutiniser
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Date: September 17, 2018
Place: Mumbai

Acknowledge receipt of the same
For Cravatex Limited



Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Chairman of the 66th Annual General Meeting of the Company

Date: September 17, 2018
Place: Mumbai

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SCRUTINISERS' REPORT ON POLL AT AGM

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

To,
The Chairman
of the 66th Annual General Meeting of Equity Shareholders of
Cravatex Limited [CIN: L93010MH1951PLC008546]
held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025

Subj: Result of Poll ordered for 66th Annual General Meeting (AGM) of the Equity Shareholders of Cravatex Limited.

Dear Sir,

We, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Mr. Dilip Manilal Modi Member of the Cravatex Limited ('the Company') having DP & Client ID: IN30133017037481 were appointed as the Scrutinisers for the purpose of the poll taken on the resolutions mentioned in the notice of the 66th Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was sealed in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company as on the "cut-off" date i.e. Monday, September 10, 2018, and the authorizations/proxies lodged with the Company.
3. There were 24 (Twenty Four) poll papers covering 3876 (Three Thousand Eight Hundred Seventy-six) equity shares out of which no Poll Paper was rendered invalid.
4. The result of the Poll is as under with brief description of resolutions. Kindly refer to the notice of the 66th AGM for complete resolutions:

I. Ordinary Business:

- A. Resolution No. 1: To consider and adopt the (a) audited Financial Statements of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 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) audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with Reports of the Auditors thereon (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
24	3876	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

B. Resolution No. 2: To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the period ended March 31, 2017 (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
24	3876	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

C. Resolution No. 3: To declare a dividend on 4% Non-Convertible Cumulative Redeemable Preference Shares for the financial Year ended March 31, 2018. (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
24	3876	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

D. Resolution No. 4: To declare a dividend on the Equity Shares for the financial Year ended March 31, 2018. (Ordinary Resolution):

(iv) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
24	3876	100

(v) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(vi) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

E. Resolution No. 5: To appoint a Director in place of Mr. Rajesh Batra (DIN: 00020764) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):

(vii) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
24	3876	100

(viii) Voted **against** the resolution:

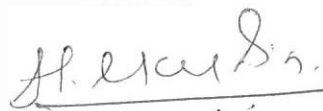
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0



(ix) Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
0	0

Thanking you,



Hemanshu Kapadia
Scrutiniser
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Dilip Manilal Modi
Scrutiniser
Member
DP & Client id- IN30133017037481

Date: September 17, 2018
Place: Mumbai

Date: September 17, 2018
Place: Mumbai

Acknowledge receipt of the same

For Cravatex Limited



Rajesh Batra
Chairman & Managing Director
DIN: 00020764
Chairman of the 66th Annual General Meeting of the Company

Date: September 17, 2018
Place: Mumbai

Scrutiniser's Report- Combined

Consolidated Report of Scrutinisers on remote e-voting and voting by poll at the 66th Annual General Meeting

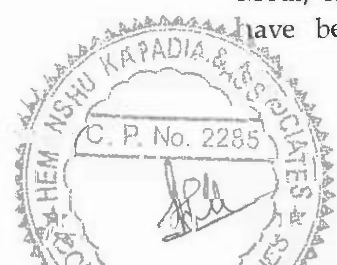
[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
of the 66th Annual General Meeting of Equity Shareholders of
Cravatex Limited [CIN: L93010MH1951PLC008546]
held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025

Dear Sir,

Sub.: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rules made thereunder, Secretarial Standards-2 on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 66th Annual General Meeting (AGM) of Cravatex Limited held on Monday, September 17, 2018 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 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) 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 Friday, September 14, 2018, at (9:00 a.m. IST) and ended on Sunday, September 16, 2018 (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 17, 2018 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, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Mr. Dilip Manilal Modi, Member of the Company holding shares under DP & Client ID: IN30133017037481, have been appointed as the Scrutinisers by the Chairman of the 66th Annual General



Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 66th AGM of the Members of the Company held on Monday, September 17, 2018 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025.

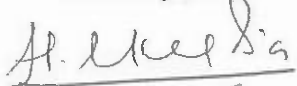
5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinisers' Report dated September 17, 2018 on the poll taken on all the resolutions contained in the notice to the 66th AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 66th AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in 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, 2018, including audited Balance Sheet as at March 31, 2018 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, 2018 together with the Reports of the Auditors thereon (Ordinary Resolution):	2084527	2	0	99.999	0.001
2. To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the period ended March 31, 2017 (Ordinary Resolution):	2084527	2	0	99.999	0.001
3. To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the financial year ended March 31, 2018 (Ordinary Resolution):	2084525	4	0	99.999	0.001
4. To declare a dividend on the Equity Shares for the financial year ended March 31, 2018 (Ordinary Resolution):	2084527	2	0	99.999	0.001
5. To appoint a Director in place of Mr. Rajesh Batra (DIN: 00748729), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution):	2084527	2	0	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 66th AGM of the Members of the Company. Our responsibility as scrutinisers for the voting process and for poll at the 66th 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 66th AGM.

Thanking you,



Hemanshu Kapadia
Scrutiniser
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477





Dilip Manilal Modi
Scrutiniser
Member
DP & Client id- IN30133017037481

Date: September 17, 2018
Place: Mumbai

Date: September 17, 2018
Place: Mumbai

Acknowledge receipt of the same

For Cravatex Limited



Rajesh Batra
Chairman & Managing Director
DIN: 00020764
Chairman of the 66th Annual General Meeting of the Company

Date: September 17, 2018
Place: Mumbai