

## Scrutinisers' Report- Combined

### Consolidated Report of Scrutinisers on remote e-voting and voting by poll at the 67<sup>th</sup> 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 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India]

To,  
The Chairman  
of the 67<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Cravatex Limited [CIN: L93010MH1951PLC008546]  
held on Wednesday, August 14, 2019 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road,  
Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025

Dear Sir,

Sub.: Scrutinizers' Combined 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 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) Regulations, 2015, as amended from time to time, for 67<sup>th</sup> Annual General Meeting (AGM) of Cravatex Limited held on Wednesday, August 14, 2019 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, as amended from time to time;
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 Sunday, August 11, 2019, at (9:00 a.m. IST) and ended on Tuesday, August 13, 2019 (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 August 14, 2019 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

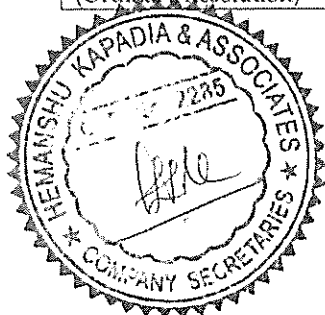


Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Mr. Dilip Manilal Modi, Member of the Company holding shares under DP & Client ID: IN30133017037481, have been appointed as the Scrutinisers by the Chairman of the 67<sup>th</sup> Annual General Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 67<sup>th</sup> AGM of the Members of the Company held on Wednesday, August 14, 2019 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 August 14, 2019 on the poll taken on all the resolutions contained in the notice to the 67<sup>th</sup> 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 67<sup>th</sup> AGM of the Company for the complete details of resolutions:

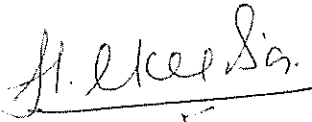
Item of Notice	Total Ballots		Favor			Against			Invalid	
	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes
<b>Ordinary Business:</b>										
1. To consider and adopt the audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and the Auditors thereon (Ordinary Resolution)*	37	2020587	35	2020584	99.999	1	2	0.001	1	1
2. To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the financial year ended March 31, 2019 (Ordinary Resolution)	37	2020587	35	2020584	99.999	1	2	0.001	1	1
3. To declare a dividend on the Equity Shares for the financial year ended March 31, 2019 (Ordinary Resolution)	37	2020587	35	2020584	99.999	1	2	0.001	1	1
4. 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)	37	2020587	35	2020584	99.999	1	2	0.001	1	1



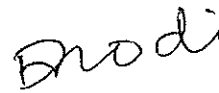
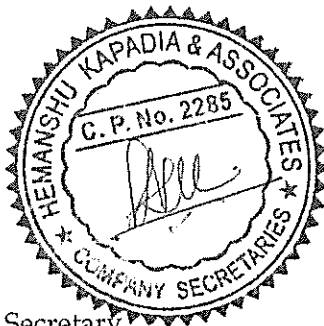
\*To consider and adopt (a) the audited Financial Statements of the Company for the Year ended March 31, 2019, including audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and the Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the Year ended March 31, 2019 including audited Balance sheet as at March 31, 2019 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with the Reports of the Auditors thereon (Ordinary Resolution)

- \* 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 67<sup>th</sup> AGM of the Members of the Company. Our responsibility as scrutinisers for the e-voting process and for poll at the 67<sup>th</sup> 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 67<sup>th</sup> 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: August 14, 2019  
Place: Mumbai

Date: August 14, 2019  
Place: Mumbai

Acknowledge receipt of the same

For Cravatex Limited



Rajesh Batra  
Chairman & Managing Director  
DIN: 00020764  
Chairman of the 67<sup>th</sup> Annual General Meeting of the Company

Date: August 14, 2019  
Place: Mumbai

# HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai-400 008

Tel 6631 0888/6631 4830

E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)

Website: [hkacs.com](http://hkacs.com)

## SCRUTINISER'S REPORT ON E-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 67<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Cravatex Limited [CIN: L93010MH1951PLC008546]

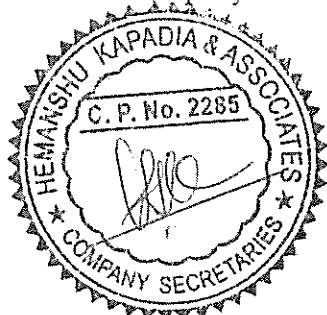
held on Wednesday, August 14, 2019 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025

Sub.: Result of E-voting held for 67<sup>th</sup> 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") as amended from time to time, on the resolutions contained in the notice to the 67<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, August 14, 2019 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025.

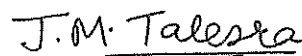
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 67<sup>th</sup> AGM of the Members of the Company. My responsibility 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 67<sup>th</sup> 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. The e-voting period remained open from Sunday, August 11, 2019, at (9:00 a.m. IST) to Tuesday, August 13, 2019 (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. Wednesday, August 7, 2019 were entitled to vote on the resolutions (Item nos. 1 to 4 as set out in the notice of the 67<sup>th</sup> AGM of the Company).
  - iii. The e-voting platform was blocked on Tuesday, August 13, 2019 after 5:00 p.m. (IST) and the votes casted were unblocked on August 14, 2019 in the presence of two witnesses, Ms. Preeti Bhangle and Ms. Jheel Talesra, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Preeti Bhangle



Name: Jheel Talesra

- 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 the e-voting website of NSDL i.e. <https://www.evotingindia.nsdl.com> and based on such report generated, the result of the e-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, 2019 including audited Balance Sheet as at March 31, 2019 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, 2019 including audited Balance sheet as at March 31, 2019 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Auditors thereon (Ordinary Resolution):

- (i) Voted in favour of the resolution:

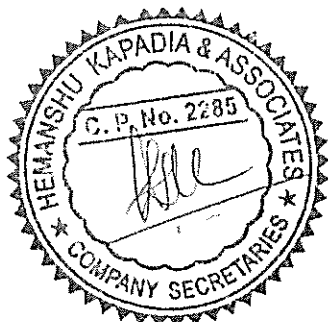
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
25	2020360	99.999

- (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



B. Resolution No. 2: To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the financial year ended March 31, 2019 (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
25	2020360	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 the Equity Shares for the financial Year ended March 31, 2019. (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
25	2020360	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

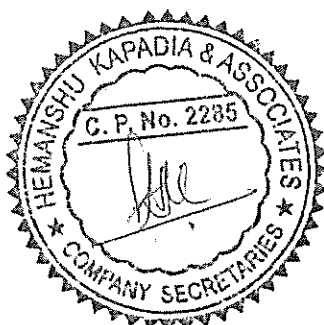
(iii) Invalid votes:

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

D. Resolution No. 4: 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):

(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
25	2020360	99.999



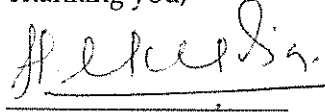
(ii) Voted against the resolution:

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

Thanking you,



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



Date: August 14, 2019  
Place: Mumbai

Acknowledge receipt of the same.

For Cravatex Limited



Rajesh Batra  
Chairman & Managing Director  
DIN: 00020764  
Chairman of the 67<sup>th</sup> Annual General Meeting of the Company

Date: August 14, 2019  
Place: Mumbai

FORM MGT-13

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 67<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Cravatex Limited [CIN: L93010MH1951PLC008546]  
held on Wednesday, August 14, 2019 at 10.30 a.m. at Textiles Committee Auditorium, P. Balu  
Road, Prabhadevi Chowk, Prabhadevi, Mumbai- 400 025

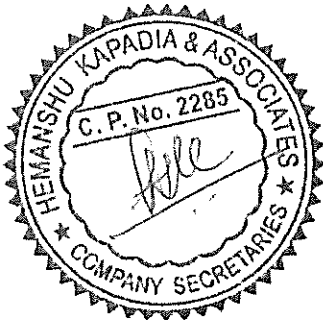
Sub.: **Result of Poll ordered for 67<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Cravatex Limited.**

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 67<sup>th</sup> Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company held on Wednesday, August 14, 2019 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. Wednesday, August 7, 2019, and the authorizations/proxies lodged with the Company.
3. There were 11 (Eleven) poll papers covering 225 (Two Hundred and Twenty Five) equity shares out of which 1 (One) 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 67<sup>th</sup> 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, 2019 including audited Balance Sheet as at March 31, 2019 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, 2019 including audited Balance sheet as at March 31, 2019 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date 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
10	224	99.55

(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
1	1

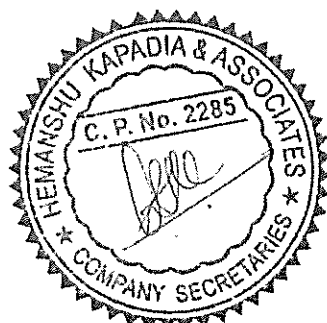
B. Resolution No. 2: To declare a dividend on 4% Non Convertible Cumulative Redeemable Preference Shares for the financial year ended March 31, 2019 (Ordinary Resolution):

(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
10	224	99.55

(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
1	1

C. Resolution No. 3: To declare a dividend on the Equity Shares for the financial Year ended March 31, 2019. (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
10	224	99.55

(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
1	1

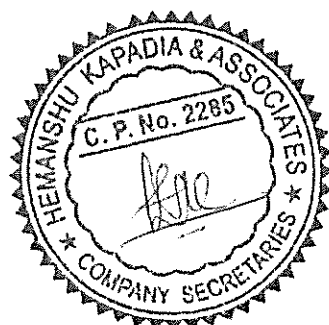
D. Resolution No. 4: To appoint a Director in place of Mr. Rajiv Batra (DIN: 00748729) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):

(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
10	224	99.55

(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

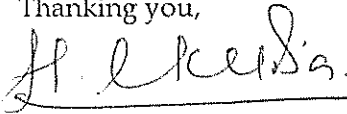


(iii) Invalid votes:

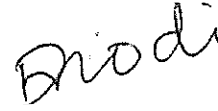
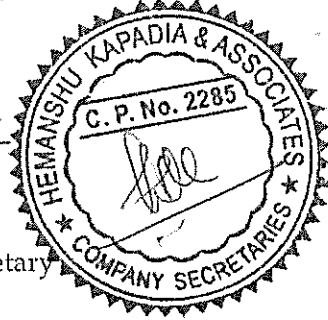
Total number of members present and voting (in person or by proxy)	Total number of votes cast by them on poll
1	1

5. A Compact Disc (CD) containing a list of equity shareholders who voted 'In Favour' and 'Against' is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

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: August 14, 2019  
Place: Mumbai

Date: August 14, 2019  
Place: Mumbai

Acknowledge receipt of the same

For Cravatex Limited



Rajesh Batra  
Chairman & Managing Director  
DIN: 00020764  
Chairman of the 67<sup>th</sup> Annual General Meeting of the Company

Date: August 14, 2019  
Place: Mumbai