

**RIDDHI KHANEJA & ASSOCIATES**  
**COMPANY SECRETARIES**

9<sup>th</sup> Floor, Popular House, Ashram Road,  
Ahmedabad- 380009(M): 9824165879,  
Email: riddhi.khaneja@gmail.com

**Form No. MGT 13**  
**CONSOLIDATED SCRUTINIZER'S REPORT**

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

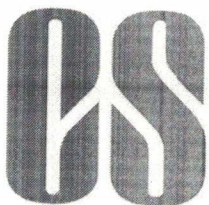
To,  
**The Chairman,**  
**N K Industries Limited**  
7<sup>th</sup> Floor, Popular House,  
Ashram Road,  
Ahmedabad – 380 009

**Re: REPORT ON SPECIAL RESOLUTION PROPOSED FOR SHAREHOLDERS'  
APPROVAL THROUGH POSTAL BALLOT AND ELECTRONIC VOTING ("E-  
VOTING") TO APPROVE VOLUNTARY DELISTING OF N K INDUSTRIES  
LIMITED FROM BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA  
LIMITED**

Dear Sir,

I **Riddhi Pamnani, Proprietor of Riddhi Khaneja & Associates**, Company Secretaries, Ahmedabad, was appointed to act as the Scrutinizer in terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 (hereinafter referred to as "ACT") read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time for conducting the Postal Ballot and e-voting process in a fair and transparent manner pursuant to regulation 8(1)(b) of the SEBI (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") and Section 108 & 110 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration Rules), 2014 on the following resolution, hereby report to you the result of the Postal Ballot.



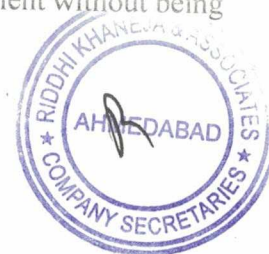


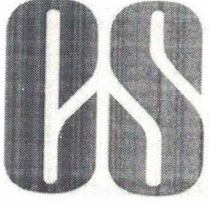
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**“RESOLVED THAT** pursuant to the intention letter dated August 2, 2019 received from NKPL REALTY LLP (hereinafter referred to as “Acquirer/ Promoter”), on behalf of the Promoter and Promoter Group of the Company, expressing its intention to voluntary delist the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, the stock exchanges where the equity shares of the Company are listed (hereinafter referred to as “Delisting Proposal”) in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended (“Delisting Regulations”) and pursuant to the approval of the Board of Directors of the Company granted in their meeting held on August 28, 2019 to voluntary delist the equity shares of the Company from the Stock Exchanges and further pursuant to Regulation 8(1)(b) of the Delisting Regulations and subject to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on receipt of the necessary approval from BSE and NSE, the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Securities Contracts (Regulation) Act, 1956 (including the rules issued thereunder), the listing agreement entered with and BSE Limited, National Stock Exchange of India Limited and subject to other applicable provisions, regulations and guidelines issued by Securities and Exchange Board of India (“SEBI”) and subject to such permissions, sanctions and approvals as may be required from such other authorities in this regard and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board and the Acquirer/Promoter to seek the voluntary delisting of the equity shares of the Company from Stock Exchanges through acquisition of 17,33,196 equity shares of the Company held by public shareholders (representing 28.84% of the total paid up equity shares of the Company) (“Delisting Offer”) after providing an exit opportunity to the existing public shareholders as provided in Delisting Regulations;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things at its sole and absolute discretion as it may deem necessary or desirable to including making applications to the Stock Exchanges seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, to appoint intermediaries as may be required and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient without being





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required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of the above resolution;

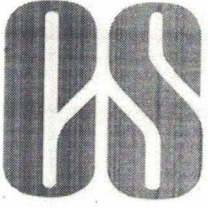
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officer(s)/ authorised representative of the Company to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**In connection with the above referred matter, I submit my report as under:**

1. The Postal Ballot Notice, along with other relevant documents, were sent to all the shareholders whose names appeared in the register of members/ beneficial owners received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited as on October 04, 2019 (“Cut-off date”), seeking their approval as set out in the Postal Ballot Notice. The Postal Ballot Notice was also sent to the Members in electronic mode to the email addresses registered with the Depository Participant (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by registered post along with a postage-prepaid self-addressed Business Reply Envelope.
2. The Company has made advertisement regarding dispatch of Postal Ballot notice and ballots in English and Local Language (Gujarati).
3. Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
4. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.



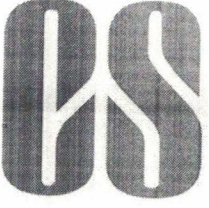


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5. The votes cast through electronic means were unblocked on November 11, 2019 after 11:00 a.m (EVSN: 191003002). The postal ballot forms were scrutinized on November 11, 2019 at the office of Link In Time India Private Limited, Ahmedabad.
6. The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on, October 04, 2019
7. All postal ballot forms and votes cast through electronic means received up to 5.00 pm (IST) on November 09, 2019 being the last time and date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
8. I have maintained a register electronically to record the assent or dissent, received through physical Postal Ballot forms, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of each shares.
9. The total issued and paid-up Equity Share Capital of the Company as on October 04, 2019 was Rs.60099000/-(Rupees Six Crores Ninety Nine Thousand only)) divided into 6009900 (Sixty Lacs Nine Thousand Nine Hundred) Equity Shares of Rs.10/- each.
10. No envelope containing postal ballot form was received after November 09, 2019 up to the date of this report.
11. Few envelopes containing postal ballot forms were returned undelivered and I did not find any defaced or mutilated ballot paper.
12. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary.
13. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary.
14. In accordance with basis of acceptance (as per Annexure-1) and basis of rejection (as per Annexure-11), and on proper scrutiny of all the ballot papers, I report the result of the Postal Ballots as under:





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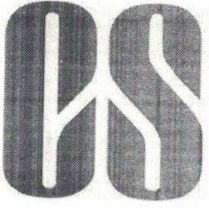
**Details of Postal Ballot Forms Received:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)
Total Postal Ballot forms received	71	416046
Less:-Invalid Postal Ballot Forms (Pls refer Annexure-111)	3	300
Net valid Postal Ballot Forms	68	415746
Postal Ballot forms with assent for the Resolution	55	413072
Postal Ballot forms with dissent for the Resolution	13	2674

**Details of Voting by Electronic Mode Received:**

Particulars	No. of folios voted	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)
Total Votes Casted	29	4476149
Assent	18	4286358
Dissent	11	189791





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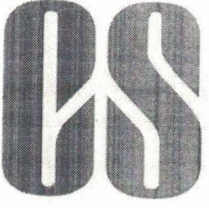
**Details of Voting:**

Particulars	No. of Postal Ballot Forms/e-voting folios	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	97	4891895	100
Assent	73	4699430	96.07
Dissent	24	192465	3.93

**Details of Voting in terms of provisions of Regulation 8(1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares of Nominal Value of Rs.10/- each (votes)	% of Votes
Total Valid Postal Ballots and E-votes Received	97	4891895	100
Less:- Promoters Shareholding	14	4276704	87.42
Public Shareholding through Postal Ballot and E-voting	83	615191	12.58
Assented to Resolution out of Public Shareholding	59	422726	8.64
Dissented to Resolution out of Public Shareholding	24	192465	3.94





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Having regard to the aforesaid, scrutiny, I hereby report that:

The above Special Resolution proposed by the Company through Postal Ballot is passed by the Shareholders as Special Resolution under the Companies Act, 2013;

Furthermore, the number of votes cast by Postal Ballot by Public Shareholders in favour of Special Resolution being greater than two times of the number of votes cast by the Public Shareholders against the Special Resolution and therefore, the requirement of the provisions to Regulation 8(1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 is satisfied; and

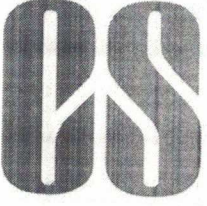
I confirm that the complete Postal Ballot voting process has been conducted in a fair and transparent manner.

Yours faithfully,  
For Riddhi Khaneja & Associates

\_\_\_\_\_  
Riddhi Pamnani  
Proprietor  
M. No: F10221  
CP No: 17397



**Date: 11<sup>th</sup> November, 2019**  
**Place: Ahmedabad**



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Annexure-1

**BASIS OF ACCEPTANCE**

**A. PHYSICAL BALLOT FORM:**

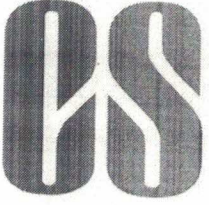
1. A postal Ballot form is complete in all respects including Duplicate Postal Ballot form downloaded from the website [www.haryanatexprints.com](http://www.haryanatexprints.com) as specified in the Postal Ballot Notice.
2. The Assent or Dissent has been given by any other mark, the Postal Ballot Form has not been considered.
3. Joint shareholder(s) has / have signed the Postal Ballot form instead of first named Shareholders, the vote cast by the Joint named Shareholders has/ have been considered.
4. Shareholders have voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/ cast has been considered.
5. Shareholder has voted for more than his/ her actual shareholding, the actual shareholding has been considered.

**B. VOTING THROUGH ELECTRONIC MEANS**

6. Shareholder has voted only through e-voting electronic mode.







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Annexure-II

**BASIS OF REJECTION**

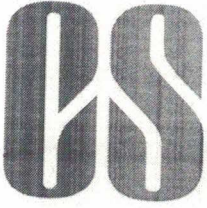
**A. PHYSICAL BALLOT FORM:**

1. Shareholder has not put any tick mark on either, Assent or Dissent.
2. Ballot Paper is not signed.
3. Specimen signature of the Shareholder with the Registrar and Share Transfer Agent differs materially with that of the Signature in the Postal Ballot forms.
4. The Specimen signature of the Shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the Signature.
5. Shareholder has put tick mark for both Assent and Dissent without indicating no. of shares.
6. Shareholder has put tick mark on Dissent or X mark on Assent.
7. Shareholder has sent a photocopy of Postal Ballot form.
8. Shareholder has signed the Postal Ballot form in Pencil.
9. Shareholder has signed in the column for the purpose of Assent/ Dissent.
10. Shareholder has sent scan copy of Postal Ballot form via e-mail.
11. The Postal Ballot Form is received torn or defaced or mutilated to an extent that is difficult for the scrutinizer to identify either the member or the number of Votes.

**B. VOTING THROUGH ELECTRONIC MEANS**

12. Shareholder has voted by Physical Ballot Form and e-voting. The vote cast by only evoting will be accepted.





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Annexure-111

**REPORT FOR INVALID POSTAL BALLOT FORMS/ ELECTRONIC VOTES**

Sr. No.	Category	No. of forms/electronic	Total no. of invalid votes (Equity Shares of Rs. 10 each)
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**A. PHYSICAL BALLOT FORM**

1	No. of Votes Polled	3	300
2	Not Signed	-	-
3	Authority Letter/Board Resolution not attached	-	-
4	Power of Attorney not enclosed	-	-
5	Signature not available	-	-
6	Signature not tallied	✓	✓
7	Votes polled for both against and For	-	-
8	Photocopy of the Postal Ballot Form Sent	-	-
9	Forms found in mutilated form	-	-

**B. VOTING THROUGH ELECTRONIC MODE**

10	Votes through e-voting and Physical Both	-	-
11	Authority Letter/ Board Resolution not sent	-	-
	TOTAL (A+B)	3	300

