

# AKSHAR SPINTEX LIMITED

Date: September 29, 2018.

Ref: AKSHARSPINTEX/SEs/5th AGM-2017-2018/Scrutinizer's Report

To,
The Department of Corporate Services,
BSE Limited, Mumbai.

BSE Script Code: 541303 ISIN: INE256Z01017 Security ID: AKSHAR

Dear Sir/ Madam,

Sub: - Scrutinizer's Report

With the above captioned subject we are enclosed here with Scrutinizer's Report dated 29th September, 2018 Pursuant to Provision of Section 108 of the Companies Act 2013 and Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, as received from CS PIYUSH JETHVA Practising Company Secretary Rajkot, who acted as a Scrutinizer for the 5th Annual General Meeting held on 28th September, 2018 at the Registered office of the Company Situated at Revenue Survey No.102/2 Paiki, Plot No. - 2 Village: Haripar , Ranuja Road. Tal: Kalavad. Jamnagar. Gujarat. India.

Kindly take the same on you records.

Thanking You,

Yours faithfully,

For, AKSHAR SPINTEX LIMITED

Ankita Popat

Company Secretary & Compliance Officer

**Enclosure: Scrutinizer's Report** 





# COMBINED REPORT OF E-VOTING AND BALLOT

	AKSHAR SPINTEX LIMITED
NAME OF THE COMPANY	AKSHAR SPINTEX LIMITED
CORPORATE IDENTIFICTION NO.	L17291GJ2013PLC075677
ADDRESS OF THE COMPANY	REVENUE SURVEY NO.102/2 PAIKI, PLOT NO. – 2, VILLAGE: HARIPAR, RANUJA ROAD. TAL: KALAVAD. JAMNAGAR 361013 GUJARAT (INDIA)
ISIN NUMBER	INE256Z01017
SCRIP CODE	541303
E-VOTING START DATE	25th SEPTEMBER 2018
E-VOTING END DATE	27th SEPTEMBER 2018
DATE OF AGM	28th SEPTEMBER 2018
VENUE OF AGM	REVENUE SURVEY NO.102/2 PAIKI, PLOT NO. – 2, VILLAGE: HARIPAR, RANUJA ROAD. TAL: KALAVAD. JAMNAGAR 361013 GUJARAT (INDIA)

This is with reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on 28th August 2018 in terms of Section 108,of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for voting by Electronics Means and Ballots received in respect of the Notice dated 08th August 2018 issued by AKSHAR SPINTEX LIMITED to all Shareholders of the Company for passing following resolution

Resolution	Type of	Short details of Resolution
Number	Resolution	(Detailed Transaction as per Annexure – A)
01	Ordinary	To receive, consider and adopt Audited Standalone Financial
8.2	Resolution	Statements for the Financial Year ended on March 31 2018, together with the Reports of the Board of Directors' and Auditors' thereon.
02	Ordinary Resolution	Re- appointment of Mr. Amit Gadhiya (DIN:06604671) Director of the Company, whoretires by rotation and being eligible, offers himself for re-appointment
03	Ordinary Resolution	Ratifies appointment of H.B. Kalaria & Associates, Chartered Accountants (Firm Registration No.: 104571W), as a statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as agreed by Board of Director of the Company and Statutory Auditors.
04	Ordinary Resolution	To regularize the appointment of Mr. NiralaIndubhai Joshi (DIN: 08055148) as an independent director for Five Years.







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# COMBINED REPORT OF E-VOTING AND BALLOT

Resolution Number	Type of Resolution	Short details of Resolution							
05		To regularize the appointment of Mr. Vipul Vallabhbhai Patel (DIN: 08079702) as an independent director for Five Years.							
06	Ordinary Resolution	To regularize the appointment of Mr. RohitBhanjibhaiDobariya(DIN: 08085331) as an independent director for Five Years.							
07	Special Resolution	To Change in Designation of Mrs. Ilaben Dineshbhai Paghdar from Non-executive toExecutive Director and Approval of Remuneration under section 196 and 197 Read withSchedule V.							

## We submit our report, as under:

## Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of

- (i) The Companies Act, 2013 and Rules made thereunder; and
- (ii) the Listing Agreement with the Stock Exchanges,
- (iii) All other allied law and regulation to the extent applicable.

Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned resolutions, based on the evoting and scrutiny of physical ballot

# Responsibility as a scrutinizer

My responsibility, as a scrutinizer for the e-voting process and poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions set out in the notice convening Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company for providing e-voting facilities and also at the time of poll at the Annual General Meeting.

FCS 637

Combined Report





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## COMBINED REPORT OF E-VOTING AND BALLOT

#### Other Necessary Information

- 1. The Company completed dispatch of notice(s), forms/or electronic notice on 05th September 2018 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL.
- 2. The Members of the Company had an option to vote either through the physical ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website https://www.evoting.nsdl.com.
- 3. The Company has provided e-voting facility offered by National Security Depository Limited for conducting e-voting by the shareholders of the Company. Further I am also duly registered with the National Security Depository Limited as a Scrutinizer.
- As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 4. 2014, an advertisement was published by the Company each in -Financial Express (English) and Phulchhab(Gujarati) on Thursday 06th September 2018, informing about the completion of despatch/electronic transmission of ballot notices, to the Members along with other related matters mentioned therein.
- 5. We had monitored the process of electronic voting through the Scrutinizer's secured link provided by NSDL on the designated website.
- 6. The electronic ballots were maintained by NSDL in electronic registry.
- There was no voting by Physical ballot at the Annual General Meeting as all shareholders 7. presented at the meeting have given their vote by E-voting.
- 8. We had downloaded data for e-voting from the NSDL website for the Members who have voted through e-voting. The information was unblocked at 2.09 p.m. on 28th September 2018.
- The e-voting period commenced on Wednesday 25th September 2018 9.00 a.m. 9. and ended on Friday – 27<sup>th</sup>September 2018 at 5.00 p.m.





## COMBINED REPORT OF E-VOTING AND BALLOT

- All related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
- 11. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
- 12. Details of ballot forms/ e-voting received are as under;

#### **RESOLUTION NO. 1**

To receive, consider and adopt Audited Standalone Financial Statements for the Financial Year ended on March 31 2018, together with the Reports of the Board of Directors' and Auditors' thereon.

Sr.	Grouping of Voting	No. of	Number	Total	% of vote	Total vote	% of total
No.	ne	person	of Vote	Vote Cast	cast in	cast	vote cast
		voted	Cast	in Favour	Favour	Against	Against
Α	BALLOT						
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	. 0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	0	0	0.00 %	0	0.00 %
В	E-VOTING						0.00 /0
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
-	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING	-					0.00 70
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
5	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 1:

100.00 %







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# **COMBINED REPORT OF E-VOTING AND BALLOT**

## **RESOLUTION NO. 2**

Re- appointment of Mr. Amit Gadhiya (DIN: 06604671) Director of the Company, whoretires by rotation and being eligible, offers himself for re-appointment

Sr.	Grouping of Voting	No. of	Number	Total	% of vote	Total vote	% of total
No.		person	of Vote	Vote Cast	cast in	cast	vote cast
		voted	Cast	in Favour	Favour	Against	Against
Α	BALLOT						
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	. 0	0	0.00 %	0	0.00 %
В	E-VOTING						0.55 /6
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING						0.00 70
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 2:

100.00 %

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# COMBINED REPORT OF E-VOTING AND BALLOT

#### **RESOLUTION NO. 3**

Ratifies appointment of H.B. Kalaria& Associates, Chartered Accountants (Firm Registration No. : 104571W), as a statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as agreed by Board of Director of the Company and Statutory Auditors.

Sr.	Grouping of Voting	No. of	Number	Total	% of vote	Total vote	% of total
No.		person	of Vote	Vote Cast	cast in	cast	vote cast
	B 1 2	voted	Cast	in Favour	Favour	Against	Against
Α	BALLOT						
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	0	0	0.00 %	0	0.00 %
В	E-VOTING						A(400) (40 ) (40 ) (40 )
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING						
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
c 5 = 0	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 3:

100.00 %

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# COMBINED REPORT OF E-VOTING AND BALLOT

## **RESOLUTION NO. 4**

To regularize the appointment of Mr. NiralaIndubhai Joshi (DIN: 08055148) as an independent director for Five Years

Sr. No.	Grouping of Voting	No. of person	Number of Vote	Total Vote Cast	% of vote cast in	Total vote cast	% of total vote cast
		voted	Cast	in Favour	Favour	Against	Against
Α	BALLOT						
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	. 0	0	0.00 %	0	0.00 %
В	E-VOTING						
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING						
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 4:

100.00 %







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# **COMBINED REPORT OF E-VOTING AND BALLOT**

## **RESOLUTION NO. 5**

To regularize the appointment of Mr. Vipul Vallabhbhai Patel(DIN: 08079702) as an independent director for Five Years.

Sr. No.	Grouping of Voting	No. of person	Number of Vote	Total Vote Cast	% of vote cast in	Total vote	% of total
		voted	Cast	in Favour	Favour	Against	Against
Α	BALLOT	1115			7 417 41	7 iguillot	rigamot
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	. 0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	0	0	0.00 %	0	0.00 %
В	E-VOTING						0.00 /0
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING				303351535 5571		0.00 %
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
3 2	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
- c	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 5:

100.00 %

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# COMBINED REPORT OF E-VOTING AND BALLOT

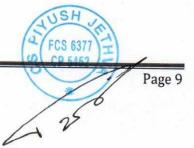
## **RESOLUTION NO. 6**

To regularize the appointment of Mr. RohitBhanjibhaiDobariya(DIN: 08085331) as an independent director for Five Years.

Sr.	Grouping of Voting	No. of	Number	Total	% of vote	Total vote	% of total
No.		person	of Vote	Vote Cast	cast in	cast	vote cast
		voted	Cast	in Favour	Favour	Against	Against
Α	BALLOT						
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	0	0	0.00 %	0	0.00 %
В	E-VOTING		11 E = 1				
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING						0.00 70
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 6:

100.00 %







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# COMBINED REPORT OF E-VOTING AND BALLOT

## **RESOLUTION NO. 7**

To Change in Designation of Mrs. Ilaben Dineshbhai Paghdar from Non-executive to Executive Director and Approval of Remuneration under section 196 and 197 Read with Schedule V.

Sr. No.	Grouping of Voting	No. of person voted	Number of Vote Cast	Total Vote Cast in Favour	% of vote cast in Favour	Total vote cast Against	% of total vote cast Against
Α	BALLOT						J
1	Voting By Ballot From Promoters	0	0	0	0.00 %	0	0.00 %
2	Voting By Ballot From Promoters group	0	. 0	0	0.00 %	0	0.00 %
3	Voting By Ballot from Other than Promoters or Promoters group	0	0	0	0.00 %	0	0.00 %
	Total of A (1+2+3)	0	0	0	0.00 %	0	0.00 %
В	E-VOTING		27				
1	E-voting from Promoters	4	6110100	6110100	33.19 %	0	0.00 %
2	E-voting from Promoters group	12	5404900	5404900	29.35 %	0	0.00 %
3	E-voting from Other than Promoters or Promoters group	9	6896000	6896000	37.46 %	0	0.00 %
	Total of B (1+2+3)	25	18411000	18411000	100.00 %	0	0.00 %
C	TOTING VOTING						2102 70
	Total Voting by Promoters (Total of A1+B1)	4	6110100	6110100	33.19 %	0	0.00 %
- N - E	Total Voting by Promoters Group (Total of A2+B2)	12	5404900	5404900	29.35 %	0	0.00 %
	Total Voting by Public (Total of A3+B3)	9	6896000	6896000	37.46 %	0	0.00 %
2 4	TOTAL of A + B	25	18411000	18411000	100.00 %	0	0.00 %

Percentage of Voting in favour of Resolution No. 7:

100.00 %

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**Combined Report** 





# COMBINED REPORT OF E-VOTING AND BALLOT

The Votes were unblocked on 28th September 2018 at 2.09 p.m., in the presence of two witnesses, Mr. NiravVekaria residing at A-204, Sankar Avenue, Near HariDarshan School, Ramdhan Ashram, Mavdi bye pass Rajkot – 360004 (Gujarat) India. AND Ms.Romit Shah, residing at Vazir Building, 7/16 Prahlad Plot, Near Palace Road, Rajkot 360001 India who are not in employment of the Company, they have signed confirmation of the votes being unblocked in their presence.

Nirav Vekariya

Romit Shah

Thanking You

PRACITISING COMPANY SECRETARY

FCS 6377

FCS 6377 CP 5452

C. P NO. 5452

Date: 29th September 2018

Place: Rajkot





COMBINED REPORT OF E-VOTING AND BALLOT

#### ANNEXURE -A

#### **TEXT OF ALL TRANSACTION**

### **RESOLUTION 1**

To Receive, Consider and adopt the financial Statement including Audited Balance Sheetas on 31st March 2018 and Profit & Loss Account for the year ended on that date andreports of Board of Directors and Auditor thereon and Cash Flow Statement and othervarious schedule prescribed under the Companies act, 2013.

#### **RESOLUTION 2**

To appoint Mr. Amit Vallabhbhai Gadhiya (DIN:-06604671), Director of the Company, whoretires by rotation and being eligible, offers himself for re-appointment.

#### **RESOLUTION 3**

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the timebeing in force) the Company hereby ratifies the appointment of M/s. H.B. KALARIA &ASSOCIATES., Chartered Accountants (FRN: 104571W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting

"RESOLVED FURTHER THAT the Board of Directors or the Audit Committee thereof, beand are hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration of the Statutory Auditors."

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# COMBINED REPORT OF E-VOTING AND BALLOT

## RESOLUTION4

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with ScheduleIV other applicable provisions of the Companies Act. 2013 Companies(Appointment and Qualification of Directors) Rules, 2014 (including statutorymodification(s) or re-enactment thereof for the time being in force), MR. NIRALA INDUBHAIJOSHI (DIN: 08055148) who was appointed by the Board of Directors, as an AdditionalDirector, and who meets the criteria for independence as provided in Section 149(6) of theAct, and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who has submitted a declaration to that effect who is eligible forappointment as an Independent Director of the Company, not liable to Retire by Rotation, beand is hereby appointed as a Director of the Company, for a term of 5 Years CommencingFrom January 17 2018, to January 16 2023.

#### RESOLUTION5

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with ScheduleIV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutorymodification(s) or re-enactment thereof for the time being in force), Mr. VIPUL VALLABHBHAI PATEL (DIN: 08079702) who was appointed by the Board of Directors, as an Additional Director, and who meets the criteria for independence as provided in Section 149(6) of the Act, and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who has submitted a declaration to that effect who is eligible for appointment as an Independent Director of the Company, not liable to Retire by Rotation, be and is hereby appointed as a Director of the Company ,for a term of5 Years Commencing From March 08 2018, to March 07 2023

#### RESOLUTION6

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with ScheduleIV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutorymodification(s) or re-enactment thereof for the time being in force), Mr. ROHIT BHANJIBHAIDOBARIYA (DIN: 08085331)who was appointed by the Board of Directors, as an AdditionalDirector, and who meets the criteria for independence as provided in Section 149(6) of theAct, and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements)Regulations 2015 and who has submitted a declaration to that effect who is eligible forappointment as an Independent Director of the Company, not liable

FCS 6377





# COMBINED REPORT OF E-VOTING AND BALLOT

to Retire by Rotation, beand is hereby appointed as a Director of the Company ,for a term of 5 Years CommencingFrom March 14 2018, to March 13 2023.

#### **RESOLUTION7**

"RESOLVED THAT the Company hereby accords its approval and consent under Sections196 and 197 and all other applicable provisions of the Companies Act, 2013 read withSchedule V thereto, to the Change in Designation of Mrs. Ilaben Dineshbhai Paghdar (DIN07591339) from Non-executive Director to Executive Director with effect from 28th September2018 for a Period of 3 YEARS whose office is liable to retire by rotation, upon terms and conditions including remuneration not exceeding the limit of Rs. 12,00,000/- (Rupees TwelveLacs Only) per annum, on terms and conditions and stipulations set out in the ExplanatoryStatement annexed to the Notice of this Meeting.

"RESOLVED FURTHER THAT the remuneration including benefits, amenities andperquisites as set out in Explanatory Statement shall nevertheless be paid and allowed toMrs. Ilaben Dineshbhai Paghdar (DIN 07591339) as remuneration for any financial year incase of absence or inadequacy of profits for such year, subject to the provisions prescribedunder Section 197 read with Schedule V to the Companies Act, 2013 and Rules framedthereunder and any other applicable provisions of the Act or any statutory modification or reenactmentthereof subject to change as Board may deemed fit as per profitability of theCompany, provided that the amount of remuneration includes all perquisite

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to takesuch steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

