

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL**

To,

The Chairperson  
**M/s Samtex Fashion Limited**  
Plot No. 134-135, Noida Special Economic Zone  
Phase-II, Noida -201305

**Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 22<sup>nd</sup> Annual General Meeting of M/s Samtex fashions Limited (the Company) held on 30<sup>th</sup> day of September, 2015**

Dear Sir,

The Board of the Company at its meeting held on 11<sup>th</sup> August, 2015 had appointed me as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-voting process. The e-voting window was open from 10.00 a.m. on Sunday, the 27<sup>th</sup> day of September, 2015 upto 5:00 p.m. on Tuesday, the 29<sup>th</sup> day of September, 2015. The Company had engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company.

The Chairman of the Annual General Meeting (AGM) has appointed me as the scrutinizer pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the poll held at the 22<sup>nd</sup> Annual General Meeting of the Company held on September 30, 2015.

At the 22<sup>nd</sup> Annual General Meeting of the Company held on September 30, 2015, the Chairman of the Company had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. As on 23<sup>rd</sup> September, 2015, the cut-off date there were 5156 Shareholders of the Company which were



entitled to vote on the resolutions placed for the approval of the shareholders through e voting as well as poll conducted at the 22<sup>nd</sup> Annual General Meeting of the Company. The e-voting results were unblocked by me on September 30, 2015 in the presence of two witnesses after the conclusion of the voting at the Annual General Meeting.

The Paid up Share Capital of the Company as on cut-off date was Rs. 149,000,000 into 14,900,000 equity shares of Rs. 10/- each. The result of the E- voting together with that of the poll is as under:

**ORDINARY BUSINESS**

**Resolution No. 1 – To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit & Loss Account for the financial year ended on that date, together with the Director’s Report and Auditors’ Report thereon and also the consolidated audited Balance Sheet as at 31<sup>st</sup> March, 2015 and consolidated statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015.**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	8339138	19	257	8339395	100%	55.97%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0



**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 2 – To appoint a Director in place of Mr. Atul Mittal (DIN 00223366), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	8339138	19	257	8339395	100%	55.97%

**(II) VOTED AGAINST THE RESOLUTION:**



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members s/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 3 – To appoint M/s Aggarwal & Rampal, Chartered Accountants (Firm Registration No. 003072N) as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as decided by mutually agreed between the Board of Directors of the Company and Auditors.**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members s/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	8339138	19	257	8339395	100%	55.97%



**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**SPECIAL BUSINESS**

**Resolution No. 4 – Ratification of Appointment of the Chief Financial Officer of the Company by an ordinary Resolution**

**(I) VOTED IN FAVOUR THE RESOLUTION:**



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
24*	5682608*	19	257	5682865	100%	38.14%

**\*REMARKS:** Votes cast by Mr. Atul Mittal and his relatives in terms of provision of Companies Act, 2013 are considered as invalid.

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Resolution No. 5 – Adoption of New Set of Articles of Association of Company by special Resolution**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	8339138	19	257	8339395	100%	55.97%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 6 – Alteration in the Memorandum of Association by Special Resolution**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
29	8339138	19	257	8339395	100%	55.97%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101



**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 7 – Ratification and Appointment of Anubhav Mittal as Vice President, Overseas Marketing Division by Ordinary Resolution**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Member s/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast (shares) through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
24*	5597608*	19	257	5597865	100%	37.57%

\*REMARKS: Votes cast by Mr. Anubhav Mittal and his relatives in terms of provision of Companies Act, 2013 are considered as invalid.

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Member s/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% age of paid - up share capital of the Company
0	0	0	0	0	0	0

**(III) INVALID VOTES OF THE RESOLUTION:**



**DEEPAK KUKREJA & ASSOCIATES  
COMPANY SECRETARIES**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	2	101	101

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

A list of equity shareholders who voted “For”/ “Against” and those whose votes were declared invalid for each resolution is enclosed

The relevant records relating to E – Voting and Poll were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Sincerely

**For DEEPAK KUKREJA & ASSOCIATES  
COMPANY SECRETARIES**



**DEEPAK KUKREJA  
(Practicing Company Secretary)  
31/36, Basement, Old Rajinder Nagar  
Delhi - 110060  
FCS No: 4140  
CP No: 8265**

**Date : October 1, 2015**

**Place : New Delhi**

**Signed by Chairperson, Mrs. Rita Mittal  
Chairman of the Meeting  
DIN 03398410**