

**Report on Clause 35A of the Listing Agreement**

Date of AGM	30.09.2015		
Total no. of shareholders on record	1460		
<b>No. of Shareholders present in Meeting in person or through proxy</b>			
<b>Shareholders</b>	<b>In person</b>	<b>Proxy</b>	<b>Total</b>
Promoter & Promoter Group	8	-	8
Public	7	-	7
<b>Total</b>	<b>15</b>	<b>-</b>	<b>15</b>
No. of Shareholders attend the meeting through Video Conferencing	-		

**Details of agenda**

**Resolution no. 1:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To consider and adopt the audited financial statement of the Company for Nine Months period ended 31<sup>st</sup> March, 2015.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares [6 = (3/2)*100]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes [9 = (7/4)*10 0]	% of votes against on valid votes [10 = (8/4)*10 0]
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutional holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942992	0	100%	0.00%
<b>Total</b>	<b>184650400</b>	<b>112239197</b>	<b>112239197</b>	<b>0</b>	<b>60.785%</b>	<b>112239197</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

**Resolution no. 2:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting



To declare dividend on Equity Shares for the nine months period ended 31<sup>st</sup> March, 2015

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutional holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942992	0	100%	0.00%
Total	184650400	112239197	112239197	0	60.785%	112239197	0	100%	0.00%

**Resolution No. 3:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To appoint a Director in place of Mr. Kanwarlal Rathi (DIN: 06441986), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares [6 = (3/2)*100]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100 ]
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutional holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942981	11	99.999%	0.001%
Total	184650400	112239197	112239197	0	60.785%	112239186	11	99.999%	0.001%



**Resolution No. 4:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint M/s. Sudhir M Desai & Co., Chartered Accountants (Firm Reg. No. 125516W) as the Statutory Auditors of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares [6 = (3/2)*100]	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes [9 = (7/4)*10 0]	% of votes again st on valid votes [10 =( 8/4)*1 00]
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutional holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942981	11	99.999%	0.001 %
Total	184650400	112239197	112239197	0	60.785%	112239186	11	99.999%	0.001 %

**Resolution no. 5 :**

**Resolution Required:** Special Resolution

**Mode of voting:** Poll & E-voting

To Re-appoint Mr. Tilokchand Kothari as Managing Director of the Company.



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favou r on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*1 00]	[10 =( 8/4)*10 0]
Promoter and Promoter Group	97806205	30508205	30508205	0	95.389 %	30508205	0	100%	0.00%
Public Institutional holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942981	11	99.999 %	0.001%
Total	184650400	49451197	49451197	0	60.785%	49451186	11	99.999 %	0.001%

FOR VISAGAR POLYTEX LTD

  
(Tilokchand Kothari)  
Managing Director  
DIN: 00413627



**FORM NO. MGT-13**

**Report On Scrutinizer**

**[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 VISAGAR POLYTEX LTD**

The 32<sup>nd</sup> Annual General Meeting of the Shareholders of **VISAGAR POLYTEX LTD** held on **Wednesday, 30<sup>th</sup> September, 2015 at 12:00 noon** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092.

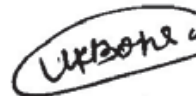
Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement for the purpose of Scrutinizing the remote e-voting and voting by poll taken at the 32<sup>nd</sup> Annual General Meeting of the Shareholders of **VISAGAR POLYTEX LTD** held on **Wednesday, 30<sup>th</sup> September, 2015 at 12:00 noon** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, submit my report as under:

**A. Relating to E-Voting:**

1. The Remote E-Voting period remained open from Sunday, 27<sup>th</sup> September, 2015 at 10:00 a.m. and closed on Tuesday, 29<sup>th</sup> September, 2015 at 5:00 p.m.
2. The Remote E-Voting was unblocked on 30<sup>th</sup> September, 2015 at 7:29 P.M. in presence of two witnesses who were not in the employment of the Company.

  
Name: Mr. Rashi Ramuka

  
Name: Mr. Uma Bohara



**B. Relating to voting by Poll:**

1.

Total Members present in person	15
Members who had cast vote through Remote E-voting but present in meeting	1
Members who cast votes at Annual General Meeting through Poll	14

2. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

**C. Result of E-Voting and Poll:**

1. The voting rights were reckoned as on 24<sup>th</sup> September, 2015, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of Equity shareholders, who voted for or against was extracted from the polling papers and the list of Equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) (<https://www.nsdl.evoting.com>)
4. The combined result of remote E-voting and poll is as under:



**RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)**

To consider and adopt the audited Financial Statements of the Company.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	08	1356799	1.2088%
Voting by poll	14	110882398	98.7912%
<b>Total</b>	<b>22</b>	<b>112239197</b>	<b>100%</b>

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by Poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)**

To declare dividend on Equity for the nine months period ended 31<sup>st</sup> March, 2015.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	08	1356799	1.2088%
Voting by poll	14	110882398	98.7912%
Total	22	112239197	100%

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by Poll	0	0	0.00%
Total	0	0	0.00%

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0





**RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)**

**To appoint a Director in place of Mr. Kanwarlal Rathi who retires by rotation.**

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	07	1356788	1.2088%
Voting by poll	14	110882398	98.7911%
Total	21	112239186	99.999%

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	11	0.001%
Voting by Poll	0	0	0.00%
Total	1	11	0.001%

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



**RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)**

**To re-appoint M/s. Sudhir M. Desai & Co., Chartered Accountants as Statutory Auditors of the Company.**

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	07	1356788	1.2088%
Voting by poll	14	110882398	98.7911%
<b>Total</b>	<b>21</b>	<b>112239186</b>	<b>99.999%</b>

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	11	0.0001%
Voting by Poll	0	0	0.00%
<b>Total</b>	<b>1</b>	<b>11</b>	<b>0.001%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 5: (AS A SPECIAL RESOLUTION)**

To re-appoint Mr. Tilokchand Kothari as Managing Director of the Company.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	07	1356788	2.7437%
Voting by poll	13	48094398	97.2562 %
Total	20	49451186	99.999%

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	1	11	0.0001%
Voting by Poll	0	0	0.00%
Total	1	11	0.001%

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

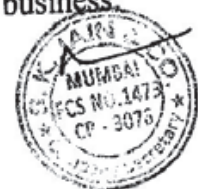
Note: Votes for 62788000 Equity Shares cast by Mr. Tilokchand Kothari not considered as he is interested in Resolution No. 5.



SR. NO.	RESOLUTION	NATURE OF RESOLUTION	FAVOUR IN (%)	AGAINST IN (%)
1.	To consider and adopt the audited Financial Statements of the Company.	Ordinary Resolution	100%	0.00%
2.	To declare dividend on Equity for the nine months period ended 31 <sup>st</sup> March, 2015.	Ordinary Resolution	100%	0.00%
3.	To appoint a Director in place of Mr. Kanwarlal Rathi who retires by rotation.	Ordinary Resolution	99.9999%	0.0001%
4.	To re-appoint M/s. Sudhir M. Desai & Co., Chartered Accountants as Statutory Auditors of the Company.	Ordinary Resolution	99.9999%	0.0001%
5.	To re-appoint Mr. Tilokchand Kothari as Managing Director of the Company.	Special Resolution	99.9999%	0.0001%

Result of Remote E-voting and by Poll as per Clause 35A of the Listing Agreement is as under:

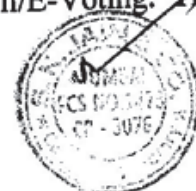
In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 32<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 transacted the following business:



Sr. No.	Description	Particulars		
1.	Date of the AGM	30 <sup>th</sup> September 2015		
2.	Book Closure Date	24 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015 (both days inclusive)		
3.	Total number of Shareholders on record date	1460		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	<b>Category of Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoter and Promoter Group	8	0	8
	Financial Institution	0	0	0
	Public	7	0	7
	<b>Total</b>	<b>15</b>	<b>0</b>	<b>15</b>
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			

#### Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Wednesday, 30<sup>th</sup> September, 2015 at 12:00 noon at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092.. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business provided as under:



**Resolution No. 1****To consider and adopt the audited Financial Statements of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutio nal holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942992	0	100%	0.00%
Total	184650400	112239197	112239197	0	60.785%	112239197	0	100%	0.00%



## Resolution No. 2

To declare dividend on Equity for the nine months period ended 31st March, 2015.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutio nal holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942992	0	100%	0.00%
Total	184650400	112239197	112239197	0	60.785%	112239197	0	100%	0.00%



**Resolution No. 3**

**To appoint a Director in place of Mr. Kanwarlal Rathi who retires by rotation.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutio nal holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942981	11	99.999%	0.001%
Total	184650400	112239197	112239197	0	60.785%	112239186	11	99.999%	0.001%





**Resolution No. 4**

**To re-appoint M/s. Sudhir M. Desai & Co., Chartered Accountants as Statutory Auditors of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	97806205	93296205	93296205	0	95.389 %	93296205	0	100%	0.00%
Public Institutio nal holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942981	11	99.999%	0.001%
Total	184650400	112239197	112239197	0	60.785%	112239186	11	99.999%	0.001%



**Resolution No. 5****To re-appoint Mr. Tilokchand Kothari as Managing Director of the Company.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100)]	(7)	(8)	(9) = [7/4*(100)]	(10) = [8/4*(100)]
Promoter and Promoter Group	97806205	30508205	30508205	0	95.389 %	30508205	0	100%	0.00%
Public Institutio nal holders	2845747	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	83998448	18942992	18942992	0	22.552%	18942981	11	99.999%	0.001%
Total	184650400	49451197	49451197	0	60.785%	49451186	11	99.999%	0.001%

**Note: Votes for 62788000 Equity Shares cast by Mr. Tilokchand Kothari not considered as he is interested in Resolution No. 5.**



The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,





**Name and Signature of the Scrutinizer**

**S.K. Jain**

**Practicing Company Secretary**

**COP No. - 3076**

**VISAGAR POLYTEX LTD**



**Chairman  
Tilokchand Kothari**



Place: Mumbai

Date: 1<sup>st</sup> October, 2015