

VOTING RESULT

Date of the Postal ballot (Closure of voting)	29 th January, 2015
Total number of shareholders on record date (12.12.2014)	5067
No. of shareholders voted through postal ballot and E- Voting :	
Promoters and Promoter Group:	24
Public:	63

AGENDA-WISE**Mode of voting: E-voting and Postal Ballot**

Resolution 1:- To approve the borrowing limit not exceeding Rs.100 crores (Rupees one hundred crore only) u/s 180 (1) (c) of the Companies Act,

Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of Votes polled* (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7763258	6671958	85.94%	6671958	Nil	100%	Nil
Public - Institutional Holders	10600	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	7126142	3188878	44.75%	3188429	449	99.99%	0.01%
TOTAL	14900000	9860836	66.18%	9860387	449	99.99%	0.01%

For Samtex Fashions Ltd.



Kamini Gupta
Secretary & GM, Finance

Resolution No. 2 – To approve mortgage or creating mortgage to secure borrowing limit from Bank & Financial Institutions u/s 180 (1) (a) of the Companies Act, 2013 not exceeding limit of Rs. 100 Crore (Rupees one hundred crore only) .

Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of Votes polled* (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7763258	6671958	85.94%	6671958	Nil	100%	Nil
Public - Institutional Holders	10600	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	7126142	3188878	44.75%	3188607	271	99.99%	0.01%
TOTAL	14900000	9860836	66.18%	9860565	271	99.99%	0.01%

Resolution No. 3 – To approve the sell/lease/or otherwise dispose off the Company's Assets situated at NSEZ, Noida, Uttar Pradesh to the extent to approximate value of Rs. 6 Crores (Six Crore) u/s 180 (1) (a) of the Companies Act, 2013

Resolution required: Special

Promoter/Public	No. of shares held (1)	No. of Votes polled* (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7763258	6671958	85.94%	6671958	Nil	100%	Nil
Public - Institutional Holders	10600	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	7126142	3188878	44.75%	3188603	275	99.99%	0.01%
TOTAL	14900000	9860836	66.18%	9860561	275	99.99%	0.01%

For and on behalf of
Samtex Fashions Limited
Samtex Fashions Ltd.

Kamini Gupta
Kamini Gupta
Company Secretary & GM Finance
Membership No. F5882

DEEPAK KUKREJA & ASSOCIATES

C O M P A N Y S E C R E T A R I E S

POSTAL BALLOT SCRUTINIZER REPORT FOR M/S SAMTEX FASHIONS LIMITED

To,

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

SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

The Board of the Company at its meeting held on December 9, 2014 has appointed us as Scrutinizer pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, to conduct the Postal Ballot process for E voting and Physical Ballot Form in a fair and transparent manner in respect of following Three (3) resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	To approve the borrowing limit not exceeding Rs.100 crores (Rupees one hundred crore only) u/s 180 (1) (c) of the Companies Act, 2013
2.	Special Resolution	To approve mortgage or creating mortgage to secure borrowing limit from Bank & Financial Institutions u/s 180 (1) (a) of the Companies Act, 2013 not exceeding limit of Rs. 100 Crore (Rupees one hundred crore only) .
3.	Special Resolution	To approve the sell/lease/or otherwise dispose off the Company's Assets situated at NSEZ, Noida, Uttar Pradesh to the extent to approximate value of Rs. 6 Crores (Six Crore) u/s 180 (1) (a) of the Companies Act, 2013



WE SUBMIT OUR REPORT AS UNDER:

1. The Company has completed the dispatch of postal ballot notice(s), forms/ or electronic ballot on December 30, 2014 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 12th December, 2014.
2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with clause 35B of Listing Agreement, the company has provided e-Voting facility to all its Members (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically.
3. The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.
4. The voting period had started on Wednesday, 31st December, 2014 at 10:00 A.M. and closed on Thursday, 29th January, 2015 at 6:00 P.M.
5. The e-voting results were unblocked by us on 30th January, 2015 at 11:30 a.m. in the presence of two witnesses.
6. Particulars of all the postal ballot forms received from the Members in physical forms(s) and electronic ballot report generated from CDSL have been entered in a register separately maintained for the purpose.
7. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
8. The ballot boxes containing the physical ballot were opened in our presence in due course of the scrutiny on 30th January, 2015. Also we have downloaded the E-voting report from the CDSL website in respect of members who voted through e-voting.
9. All the postal ballot forms and e votes received upto 6:00 pm on 29th January, 2015 i.e. last date and time fixed by the company for receipt of the same, were considered and none of the envelope /postal ballot forms received after due date were considered for the purpose of the this report.



**DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**

10. The Postal ballot forms and electronic ballots were matched with Register of members of the Company/ list of beneficiaries as on 12th December, 2014.
11. There were 699 envelopes containing postal ballot form /notice, which were returned, undelivered. These envelope have not been opened and are kept separately
12. We did not find any defaced or mutilated ballot paper.
13. The Members exercised their voting either by electronic or physical mode. There was no case wherein a Member opted for both facilities.
14. The total paid up shares capital of the Company as on cut-off date was Rs. 14,90,00,000/- divided into 1,49,00,000equity shares of Rs. 10/- .
15. After our scrutiny, the summary of postal ballot is given below:-

Resolution No. 1

S. No	Particulars	No. of member voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Member voted in E-voting	No. of votes Cast (Shares) E Voting	Total No. of member voted	Total No. of votes cast (shares)	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	50	60691	37	9801154	87	9861845	100.00	66.1
2.	Less: invalid votes	8	1009	0	0	8	1009	0.01	0.0
3.	Net valid votes	42	59682	37	9801154	79	9860836	99.99	66.1
4.	With Assent	37	59233	37	9801154	74	9860387	99.98	66.1
5.	With dissent	5	449	0	0	5	449	0.01	0.0

**DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**

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. 1 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 2

S. No.	Particulars	No. of member voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Member voted in E-voting	No. of votes Cast (Shares) E Voting	Total No. of member voted	Total No. of votes cast (shares)	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	50	60691	37	9801154	87	9861845	100.00	66.1
2.	Less: invalid votes	8	1009	0	0	8	1009	0.01	0.0
3.	Net valid votes	42	59682	37	9801154	79	9860836	99.99	66.1
4.	With Assent	38	59411	37	9801154	74	9860565	99.99	66.1
5.	With dissent	4	271	0	0	4	271	0.00	0.0

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. 2 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.



**DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**

Resolution No. 3

S. No	Particulars	No. of member voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Member voted in E-voting	No. of votes Cast (Shares) E Voting	Total No. of member voted	Total No. of votes cast (shares)	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	50	60691	37	9801154	87	9861845	100.00	66.1
2.	Less: invalid votes	8	1009	0	0	8	1009	0.01	0.0
3.	Net valid votes	42	59682	37	9801154	79	9860836	99.99	66.1
4.	With Assent	37	59407	37	9801154	74	9860561	99.99	66.1
5.	With dissent	5	275	0	0	5	275	0.00	0.0

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.3 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.



**DEEPAK KUKREJA & ASSOCIATES
COMPANY SECRETARIES**

16. The Register of Postal Ballot maintained in electronic form containing details of e-voting and physical voting separately.
17. We have handed over the postal ballot forms and other related papers/registers and records for safe custody to Ms. Kamini Gupta, Company Secretary of the Company (who has been authorized by the Board to supervise the postal ballot process).
18. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

Yours Sincerely

For **DEEPAK KUKREJA & ASSOCIATES**
COMPANY SECRETARIES



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



Date : 30.01.2015

Place : New Delhi