



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,
25th Annual General Meeting of the Equity Shareholders
of Cheslind Textiles Limited, held on 12th September, 2014 at 3.00 pm
at B Muduganapalli, Bagalur-635 103, Hosur Taluk, Krishnagiri Dist., Tamilnadu.

Dear Sir,

I, Swaroop S, Prop: Swaroop S & Co., Practising Company Secretaries having the office address at # 216, First Floor, Maruthi Nilaya, 4th Cross, Cubbonpet, Bangalore 560002, Karnataka, have been appointed as Scrutinizer of **Cheslind Textiles Limited ("the Company")**, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, for the 25th Annual General Meeting of the Equity Shareholders of **Cheslind Textiles Limited**, held on 12th September, 2014 at 3.00 pm at B Muduganapalli, Bagalur-635 103, Hosur Taluk, Krishnagiri Dist., Tamilnadu, submit our report as under:

1. The e-voting facility was made available to shareholders from 9.00 AM of 4th September, 2014 to 6.00 PM of 6th September, 2014.
2. The shareholders holding shares as on "cut off" date, i.e., 2nd August, 2014 were entitled to vote for the proposed Seven (7) resolutions (item 1 to 7 as set out in the Notice to the 25th Annual general Meeting of the Company).
3. The votes cast through e-voting process were unblocked at 7.00 pm on 06th September, 2014 in the presence of two witnesses, Mr. Ravishankar Kandhi (residing at: No. 216, 3rd Floor, Maruthi Nilaya, 4th Cross, Cubbonpet, Bangalore 560 002) and Ms. Pavithra H P, (residing at: #19, 8th Cross, Cubbonpet, Bangalore-560002) who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Name: Ravishankar Kandhi

Name: Pavithra H P



4. Further, all the e-voting data containing the list of shareholders, their votes casted "for" or "against" the resolutions were downloaded from portal of National Securities Depository Limited (www.evoting.nsdl.com).

5. The result of the e-voting is as under:

a. Resolution 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the period ended on that date and the Report of Directors and the Auditors thereon.

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069470	100.00%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



b. **Resolution 2**

To appoint a Director in place of Mr. Prakash Maheshwari (DIN: 02388988), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069470	100.00%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



c. Resolution 3

To appoint M/s. K. P. Rao & Co, Chartered Accountants (Firm Registration No. 003135S) and M/s. M. Bhaskara Rao & Co, Chartered Accountants (Firm Registration No. 000459S) as Joint Statutory Auditors and to fix their remuneration.

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069460	100.00%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	10

Note: The resolution received favourable voting despite one shareholder did not vote either in favour or against the resolution.



d. Resolution 4

Special Resolution under Section 180(1)(C) and (2) of the Companies Act, 2013 for authorizing the Directors of the Company to borrow from time to time such sum of money not exceeding Rs. 150 crores.

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 12th September, 2009 and pursuant to Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, such sum or sums of money not exceeding Rupees. 150 Crore (Rupees One Hundred and Fifty Crore) on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for the specific purpose"

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069470	100.00%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



e. **Resolution 5**

Ordinary Resolution of Appointment of Mr. G B Bagrodia (DIN: 01763449) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr. G B Bagrodia, Director (DIN: 01763449), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold the office for one more term of 5 (five) consecutive years commencing from the ensuing AGM"

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069470	100%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	10



f. Resolution 6

Ordinary Resolution of Appointment of Mr. S C Parasrampurua (DIN: 02394646) as an Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr. S C Parasrampurua, Director (DIN: 02394646), of the Company who is eligible for appointment and in respect of whom Company has received notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold the office for one more term of 5 (five) consecutive years commencing from the ensuing AGM"

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069470	100%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



g. Resolution 7

Ordinary Resolution of Approval of remuneration payable to M/s Vishwanath Bhat & Co., Cost Auditors of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company)

"RESOLVED THAT pursuant to the provisions of Sections 148 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including and modification(s) or re-enactment thereof), and subject to applicability of the Cost Audit of the Company in terms of the Companies (Cost Records and Audit) Rules, 2014, M/s Vishwanath Bhat & Co., (Firm Registration No. 100509), Cost Accountants appointed the Board of Directors of the Company, to conduct the audit of the records of the Company for the financial year ending 31st March, 2015, be paid the remuneration of Rupees. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit."

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
11	2069470	100.00%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
Nil	Nil	Nil



iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,


SWAROOP S., BBM., ACS
PRACTISING COMPANY SECRETARY
ACS: 27907 CP: 9997
216, 1st Floor, Maruthi Niliya, 4th Cross
Cubbonpet, Bangalore-560 002

Place: Bangalore

Dated: 06th September, 2014

RESULT OF POLL HELD AT ANNUAL GENERAL MEETING

Date of Annual General Meeting Friday 12-09-2014 15:00
 E-voting - Start Date 9.00 am of 04/09/2014 till 6.00 pm of 06/09/2014
 Register of Members - Closed from date - 4th September 2014 to 12th September 2014
 No. of Members as on record: 12704

No. of Shareholders present in the meeting either in person or proxy;

	<u>In person</u>	<u>Proxy</u>	<u>Total</u>
- Promoter and Promoters Group :	1	1	2
- Institutional Investors	0	0	0
- Public :	36	1	37
No. of Shareholders VOTED through e-voting			11

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014]

Resolution 1 - To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the period ended on that date and the Report of Directors and the Auditors thereon.

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	-	-	-	-	-	-	-
3	Public - Others	6,970	6,970	0.3368%	6,970	-	-	0.3368%	-	-
Total (A)		20,69,470	20,69,470	100.0000%	20,69,470	-	-	100.0000%	-	0.0000%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	-	-	99.9970%	-	0.0000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.0000%	-	0.0000%
3	Public - Others	940	940	0.0030%	790	-	150	0.0025%	-	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.00%	3,16,58,690	-	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.00%	3,37,28,160	-	150	99.9996%	-	0.0004%



SWAROOP S., BBA., ACS
PRACTISING COMPANY SECRETARY
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 Cubbonpet, Bangalore-560 002

Resolution 2 - To appoint a Director in place of Mr. Prakash Maheshwari (DIN: 02388988), who retires by rotation and being eligible, offers himself for re-appointment.

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	-	-	-	-	-	-	-
3	Public - Others	6,970	6,970	0.3368%	6,970.0	-	-	0.3368%	-	-
Total (A)		20,69,470	20,69,470	100.00%	20,69,470	-	-	100.0000%	0.00%	0.0000%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	-	-	99.9970%	-	0.0000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.0000%	-	0.0000%
3	Public - Others	940	940	0.0030%	790	-	150	0.0025%	-	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.00%	3,16,58,690	0	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.00%	3,37,28,160	0	150	99.9996%	-	0.0004%

Resolution 3 - To appoint M/s. K.P.Rao & Co, Chartered Accountants (Firm Registration No. 0031355) and M/s. M. Bhaskara Rao & Co, Chartered Accountants (Firm Registration No. 0004595) as Joint Statutory Auditors and to fix their remuneration.

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	-	-	-	-	-	-	-
3	Public - Others	6,970	6,970	0.3368%	6,960	0	10	0.3363%	0.00%	0.0005%
Total (A)		20,69,470	20,69,470	100.00%	20,69,460	0	10	99.9995%	0.00%	0.0005%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	0	0	99.9970%	0.00000%	0.00000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.00000%	0.00000%	0.00000%
3	Public - Others	940	940	0.0030%	790	0	150	0.0025%	0.00000%	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.00%	3,16,58,690	0	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.00%	3,37,28,150	0	160	99.9995%	-	0.0005%

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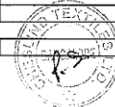
Resolution 4 - Special Resolution under Section 180 (1)(C) and (2) of the Companies Act, 2013 for authorizing the Directors of the Company to borrow from time to time such sum of money not exceeding Rs. 150 crores.

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.0000%	-	-
3	Public - Others	6,970	6,970	0.3368%	6,970	-	-	0.3368%	0.00%	0.0000%
Total (A)		20,69,470	2069470	100.00%	20,69,470	-	-	100.0000%	0.00%	0.0000%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	-	-	99.9970%	0.00000%	0.00000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.00000%	0.00000%	0.00000%
3	Public - Others	940	940	0.0030%	790	0	150	0.0025%	0.00000%	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.00%	3,16,58,690	0	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.00%	3,37,28,160	0	150	99.9996%	-	0.0004%

Resolution 5 - Appointment of Mr. G B Bagrodia (DIN: 01763449) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	-	-	-
3	Public - Others	6,970	6,970	0.3368%	6,960	0	10	0.3363%	0.00%	0.0005%
Total (A)		20,69,470	2069470	100.00%	20,69,460	0	10	99.9995%	0.00%	0.0005%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	0	0	99.9970%	0.00000%	0.00000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.00000%	0.00000%	0.00000%
3	Public - Others	940	940	0.0030%	790	0	150	0.0025%	0.00000%	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.00%	3,16,58,690	0	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.00%	3,37,28,150	0	160	99.9995%	-	0.0005%

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Resolution 6 - Appointment of Mr. S C Parasrampur (DIN: 02394646) as an Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.0000%	-	-
3	Public - Others	6,970	6,970	0.3368%	6,970	0	0	0.3368%	0.00%	0.0000%
Total (A)		20,69,470	20,69,470	100.0000%	20,69,470	0	0	100.0000%	0.00%	0.0000%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	0	0	99.9970%	0.00000%	0.00000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.00000%	0.00000%	0.00000%
3	Public - Others	940	940	0.0030%	790	0	150	0.0025%	0.00000%	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.0000%	3,16,58,690	0	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.0000%	3,37,28,160	0	150	99.9996%	-	0.0004%

Resolution 7 - Approval of remuneration payable to M/s Vishwanath Bhat & Co., Cost Auditors of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company)

Sl.No	Details of Investors - specify category	No. of Shares held	No. of votes polled	% of Voting out of outstanding shares	No. of Votes in favour	No. of Votes as against	No. of Votes - Invalid	% of votes in favour of votes polled	% of votes as against of votes polled	% of votes as INVALID
Mode of voting: e-voting										
1	Promoter and Promoter Group	20,62,500	20,62,500	99.6632%	20,62,500	-	-	99.6632%	-	-
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.0000%	-	-
3	Public - Others	6,970	6,970	0.3368%	6,970	0	0	0.3368%	0.00%	0.0000%
Total (A)		20,69,470	20,69,470	100.00%	20,69,470	0	0	100.0000%	0.00%	0.0000%
Mode of voting: Poll										
1	Promoter and Promoter Group	3,16,57,900	3,16,57,900	99.9970%	3,16,57,900	0	0	99.9970%	0.00000%	0.00000%
2	Public - Institutional Investors	-	-	0.0000%	-	-	-	0.00000%	0.00000%	0.00000%
3	Public - Others	940	940	0.0030%	790	0	150	0.0025%	0.00000%	0.0005%
Total (B)		3,16,58,840	3,16,58,840	100.00%	3,16,58,690	0	150	99.9995%	-	0.0005%
Result (A) + (B)		3,37,28,310	3,37,28,310	100.00%	3,37,28,160	0	150	99.9996%	-	0.0004%

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