

To,
The Chairman
Entegra Limited

22nd Annual General Meeting (AGM) of the members of **Entegra Limited** (CIN: L31101MH1995PLC085471) held at Victoria Memorial School, Opp. Tardeo A. C. Market, Tardeo Road, Mumbai – 400034 on Thursday, 14th November, 2019 at 09.00 a.m.

Sub: Scrutinizer's Report on remote e-voting and poll pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

I, Sonal Parekh, Practicing Chartered Accountant (Mem. No. ACA: 139852) have been appointed as Scrutinizer by the Board of Directors of **Entegra Limited** (hereinafter referred to as the "**Company**") at its meeting held on 1st October, 2019 for the Remote E-Voting as well as to scrutinize the voting through poll papers received from the members at the venue of the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice to the 22nd AGM of the members of the Company.

- The notice dated 1st October, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions mentioned below, proposed at the AGM of the Company.
- The Company has appointed National Securities Depository Limited ('NSDL') as the Service Provider for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- M/s. Bigshare Services Private Limited is the Registrar and Share Transfer Agent of the Company.

- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted at the 22nd Annual General Meeting (AGM) of the Company, which was held on Thursday, 14th November, 2019.
- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was 1st October, 2019 (Physical & Email) and as on that date, there were 21328 members of the Company. The Company/Service Provider had sent the Notices of the Annual General Meeting along with Annual Report by E-mail to 8187 members out of whom transmission of E-mails to 1480 Shareholders had bounced back and hence the same were sent to them through courier/Speed Post.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time with little delay in respect of email which was done on 6th November 2019.
- The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions placed for approval of the members was 7th November, 2019.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open from Monday, 11th November, 2019 at 09:00 a.m. (IST) to Wednesday, 13th November, 2019 at 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company was also suppose to release an advertisement, which was published more than 21 days before the date of the AGM however the same was released on 1st November in English in 'Financial Express' newspaper having country-wide circulation and in Maharashtra in 'Mumbai Lakshadeep' newspaper dated 01st November, 2019.
- At the venue of the 22nd Annual General Meeting of the Company held on 14th November, 2019, the facility to vote through poll was made available to facilitate those members present in the meeting but could not participate in the Remote E-Voting to record their votes.
- On completion of voting, after counting of the votes conducted at the venue of the AGM through poll, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- I as a Scrutinizer, have scrutinized and reviewed and thereafter, duly compiled details of remote e-voting and the facility of voting through poll papers provided at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Poll papers are as under:

Details	Remote E-voting	Voting through Poll at AGM	Total voting
Number of member who cast their votes	11	55	66
Total number of shares held by them	1991	225704224	225706215
Valid votes	As per details provided in each one of the resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through remote e-voting or physical voting

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	1991	0	1991	1991	100%	-	-
Ballots	225704224	0	225704224	225704224	100.00%	-	-
Total	225706215	0	225706215	225706215	100.00%	-	-

Resolution 2: Ordinary Resolution

To appoint a Director Mr. Mukul S Kasliwal (DIN - 00058577), who retires by rotation and being eligible offers himself for reappointment.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	1991	0	1991	1625	81.62%	366	18.38%
Ballots	225704224	0	225704224	225704224	100%	-	-
Total	225706215	0	225706215	225705849	99.99%	366	18.38%

Resolution 3: Ordinary Resolution

To appoint a Director Mr. Aftab Alam Shaikh (DIN : 08482525) as an Independent Director of the Company.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	1991	0	1991	1625	81.62%	366	18.38%
Ballots	225704224	0	225704224	225704224	100%	-	-
Total	225706215	0	225706215	225705849	99.99%	366	18.38%

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 1,2 & 3 of Notice is as per ANNEXURE-A

All the Resolutions mentioned in Notice of Annual General Meeting dated 14th November, 2019 as per the details given above stand passed under Remote E-Voting and voting conducted at Annual General Meeting by way of Poll Paper with the requisite majority and hence deemed to be passed on the date of the Annual General Meeting.

Thanking You,

For S Parekh & Associates.,
Chartered Accountants
(FRN: 141579W)



Sonal Parekh

Chartered Accountant

Mem no. ACA- 139852

Date: 15th November, 2019

Place: Mumbai

Countersigned and received the Report:

For Entegra Limited



Director

Date: 15th November, 2019

Place: Mumbai

Witnesses:

1. Puneet Jain

2. Feroz Khan

ANNEXURE-A

Resolution 1 :TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY															
Resolution required :(Ordinary / Special)						Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution ?						No									
Category		Mode of Voting	No. of shares held		No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100		No. of Votes in favor (4)		No. of Votes against (5)		% of Votes in favour on votes polled (6)=[(4)/(2)]*100		% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group		E-VOTING	226912357		0	0.00		0		0		0.00		0.00	
		POLL	226912357		218412357	96.25		218412357		0		100.00		0.00	
		POSTAL BALLOT	0		0	0.00		0		0		0.00		0.00	
		TOTAL	226912357		218412357	96.25		218412357		0		100.00		0.00	
Public - Institutions		E-VOTING	8340427		0	0.00		0		0		0.00		0.00	
		POLL	8340427		0	0.00		0		0		0.00		0.00	
		POSTAL BALLOT	0		0	0.00		0		0		0.00		0.00	
		TOTAL	8340427		0	0.00		0		0		0.00		0.00	
Public-Non Institutions		E-VOTING	81900225		1991	0.00		1991		0		100.00		0.00	
		POLL	81900225		7291867	8.90		7291867		0		100.00		0.00	
		POSTAL BALLOT	0		0	0.00		0		0		0.00		0.00	
		TOTAL	81900225		7293858	8.91		7293858		0		100.00		0.00	
TOTAL			317153009		225706215	71.17		225706215		0		100.00		0.00	
Resolution 2 :TO APPOINT A DIRECTOR MR MUKUL S KASLIWAL WHO RETIRES BY ROTATION															
Resolution required :(Ordinary / Special)						Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution ?						Yes									
Category		Mode of Voting	No. of shares held		No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100		No. of Votes in favor (4)		No. of Votes against (5)		% of Votes in favour on votes polled		% of Votes against on votes polled	

		(1)	(2)				(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	226912357	0	0.00	0	0	0.00	0.00
	POLL	226912357	218412357	96.25	218412357	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	218412357	96.25	218412357	0	100.00	0.00
Public - Institutions	E-VOTING	8340427	0	0.00	0	0	0.00	0.00
	POLL	8340427	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	8340427	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	81900225	1991	0.00	1625	366	81.62	18.38
	POLL	81900225	7291867	8.90	7291867	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	7293858	8.91	7293492	366	99.99	0.01
TOTAL		317153009	225706215	71.17	225705849	366	100.00	0.00

Resolution 3 :TO APPOINT A DIRECTOR AFTAB ALAM SHAIKH AS AN INDEPENDENT DIRECTOR								
Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	226912357	0	0.00	0	0	0.00	0.00
	POLL	226912357	218412357	96.25	218412357	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	218412357	96.25	218412357	0	100.00	0.00
Public - Institutions	E-VOTING	8340427	0	0.00	0	0	0.00	0.00
	POLL	8340427	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	8340427	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	81900225	1991	0.00	1625	366	81.62	18.38
	POLL	81900225	7291867	8.90	7291867	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	7293858	8.91	7293492	366	99.99	0.01
TOTAL		317153009	225706215	71.17	225705849	366	100.00	0.00