

ANIL S TIWARI & CO.

CHARTERED ACCOUNTANTS

302, KALYAN BHAVAN, TELI GULY, ANDHERI EAST, MUMBAI 400069.

Mob: 9029035599/9029090619 Email: caaniltiwari1@gmail.com

To,
The Chairman
Entegra Limited

21st 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 Monday, 27th May, 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, Anil S. Tiwari, Practicing Chartered Accountant (Mem. No. ACA: 169330) have been appointed as Scrutinizer by the Board of Directors of Entegra Limited (hereinafter referred to as the "Company") at its meeting held on 25th March, 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 21st AGM of the members of the Company.

The notice dated 25th March, 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 21st Annual General Meeting (AGM) of the Company, which was held on Monday, 27th May, 2019.

- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was 03rd May, 2019 (Physical & Email) and as on that date, there were 21,270 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 7,991 members. In respect of 13,279 members, E-mail IDs were not available, the Notice along Annual Report were sent by Speed Post / Courier / Registered 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.
- 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 17th May, 2019.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open from Thursday, 24th May, 2019 at 09:30 a.m. (IST) to Sunday, 26th May, 2019 at 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Free Press' newspaper having country-wide circulation and in Maharashtra in 'Nav Shakti' newspaper dated 09th May, 2019.
- At the venue of the 21st Annual General Meeting of the Company held on 27th May, 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	10	47	57
Total number of shares held by them	1321	170000715	170002036
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, 2016 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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	1541	169999174	169999174	100.00%	-	
Total	170002306	1541	170000495	169999681	99.99%		

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	1541	169999174	169999174	100.00%		
Total	170002306	1541	170000495	169999681	99.99%		

Resolution 3: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	1541	169999174	169999174	100.00%		
Total	170002306	1541	170000495	169999681	99.99%		

Resolution 4: Ordinary Resolution

To appoint a Director Mr. Mukul S Kasiwal (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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	531	170000184	170000184	100%	-	-
Total	170002306	531	170001505	170000691	99.99%	-	-



Resolution 5: Ordinary Resolution

To appoint M/s. S K H D & Associates, Chartered Accountants (Firm Registration Number - 105929W) as Statutory Auditors 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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	531	170000184	170000184	100%	-	-
Total	170002306	531	170001505	170000691	99.99%	-	-

Resolution 6: Ordinary Resolution

To appoint Mr. Rajesh Mendiratta (DIN: 02715080) as an Additional Director in the capacity of Non-Independent (Professional) 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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	531	170000184	170000184	100%	-	-
Total	170002306	531	170001505	170000691	99.99%	-	-

Resolution 7: Ordinary Resolution

To appoint a Director Mrs. Shyamala Anantharaman (DIN: 06562071) as an Independent Women 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	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	531	170000184	170000184	100%	-	-
Total	170002306	531	170001505	170000691	99.99%	-	-

Resolution 8: Ordinary Resolution



To appoint a Director Mr. Viral Desai (DIN : 07459634) as an Independent Director of the Company.

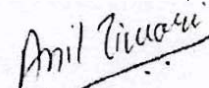
Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	1321	0	1321	507	38.38%	814	61.62%
Ballots	170000715	531	170000184	170000184	100%	-	-
Total	170002306	531	170001505	170000691	99.99%	-	-

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 1,2,3 & 4 of Notice is as per ANNEXURE-A

All the Resolutions mentioned in Notice of Annual General Meeting dated 26th July, 2018 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,

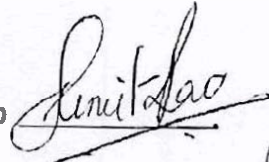
For ANIL S. TIWARI & CO.,
Chartered Accountants
(FRN: 144739W)


Anil S. Tiwari

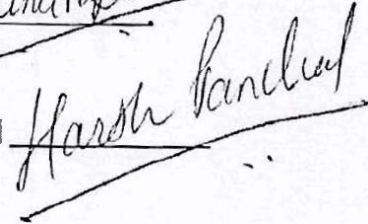
Chartered Accountant
Mem no. ACA- 169330
Date: 27th May, 2019
Place: Mumbai

Witnesses:

1. Sumit Rao

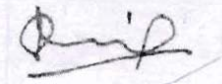


2. Harsh Panchal



Countersigned and received the Report:

For Entegra Limited



Director

Date: 28th May, 2019
Place: Mumbai



Resolution 1 To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016								
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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46732719	57.06	46732719	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46734040	57.06	46733226	814	100.00	0.00
TOTAL		317153009	170000495	53.60	169999681	814	100.00	0.00



Resolution 2. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017

**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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46732719	57.06	46732719	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46734040	57.06	46733226	814	100.00	0.00
TOTAL		317153009	170000495	53.60	169999681	814	100.00	0.00



Resolution3 To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018

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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46732719	57.06	46732719	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46734040	57.06	46733226	814	100.00	0.00
TOTAL		317153009	170000495	53.60	169999681	814	100.00	0.00



Resolution 4 To appoint a Director Mr. Mukul S Kashiwal (DIN -00058577), who retires by rotation and being eligible offers himself for reappointment								
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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46733729	57.06	46733729	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46735050	57.06	46734236	814	100.00	0.00
TOTAL		317153009	170001505	53.60	170000691	814	100.00	0.00



Resolution 5 To appoint M/s S K H D & Associates, Chartered Accountants (Firm Registration Number - 105929W) as Statutory Auditors 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 (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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46733729	57.06	46733729	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46735050	57.06	46734236	814	100.00	0.00
TOTAL		317153009	170001505	53.60	170000691	814	100.00	0.00



Resolution 6 To appoint a Director Mr Rajesh Mendiratta (DIN 02715080) as an Additional Director in the capacity of Non Independent (Professional) Director 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 (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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46733729	57.06	46733729	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46735050	57.06	46734236	814	100.00	0.00
TOTAL		317153009	170001505	53.60	170000691	814	100.00	0.00



Resolution? To appoint a Director Mrs. Shyamala Anantharaman (DIN: 08562071) as an Independent Director 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 (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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46733729	57.06	46733729	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46735050	57.06	46734236	814	100.00	0.00
TOTAL		317153009	170001505	53.60	170000691	814	100.00	0.00



Resolution: To appoint a Director Mr. Viral Desai (DIN: 07450634) as an Independent Director 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 (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	123266455	54.32	123266455	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	226912357	123266455	54.32	123266455	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	1321	0.00	507	814	38.38	61.62
	POLL	81900225	46733729	57.06	46733729	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	81900225	46735050	57.06	46734236	814	100.00	0.00
TOTAL		317153009	170001505	53.60	170000691	814	100.00	0.00

