ANN- II

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Nahar Industrial Enterprises Limited
Focal Point, Ludhiana – 141010, Punjab, India

30th Annual General Meeting of the Equity Shareholders of Nahar Industrial Enterprises Limited held on Tuesday, the 30h September, 2014 at Registered office of the Company situated at Focal Point, Ludhiana–141010, Punjab, India.

Dear Sir,

I, P. S. Bathla, Company Secretary in practice, appointed as Scrutinizer for the purpose of the E-voting and physical voting on the below mentioned resolution(s), contained in the Notice of 30th Annual General Meeting of the Equity Shareholders of Nahar Industrial Enterprises Limited held on Tuesday, the 30h September, 2014 at 2.00 P.M. at the Registered office of the Company situated at Focal Point, Ludhiana – 141010, Punjab, India submit our report as under:

1. The E-voting period commenced on 22.09.2014 at 09.00 A.M. and ended on 24.09.2014 at 06.00 P.M. After completion of the E-voting period, the votes were unblocked at 2.00 P.M. on 25th September, 2014 in the presence of Ms. Amandeep Kaur and Ms. Sheenam.

2. At the Meeting, Company offered physical voting to the Shareholders who have not opted for E-voting. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my/our presence with due identification marks placed by me/us.

3. The locked ballot box was subsequently opened in my/our 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.

4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Or I/We did not find any poll paper invalid.

5. The result of the Poll is as under:

	Members	Votes
Total members casted votes	130	27029048
Invalid Votes	3	34
Valid Votes	127	27029014

1. **Resolution -** To receive, consider and adopt the financial statements of the Company for the Financial year ended on 31st March, 2014 and the reports of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	16923	0.06
Physical	118	27012091	99.94
Total	127	27029014	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

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(iii)	**Invalid** votes:		
	Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
	E-voting	0	0
	Physical	3	34
	Total	3	34

2.	**Resolution** - To declare dividend on equity shares			
(i)	Voted **in favor** of the resolution:			
	Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
	E-voting	9	16923	0.06
	Physical	118	27012091	99.94
	Total	127	27029014	100.00

(ii)	Voted **against** the resolution:			
	Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
	E-voting	0	0	0
	Physical	0	0	0
	Total	0	0	0

(iii)	**Invalid** votes:		
	Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
	E-voting	0	0
	Physical	3	34
	Total	3	34

3.	**Resolution** - To appoint a director in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.			
(i)	Voted **in favor** of the resolution:			
	Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
	E-voting	9	16923	0.06
	Physical	118	27012091	99.94
	Total	127	27029014	100

(ii)	Voted **against** the resolution:			
	Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
	E-voting	0	0	0
	Physical	0	0	0
	Total	0	0	0

(iii)	**Invalid** votes:		
	Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
	E-voting	0	0
	Physical	3	34
	Total	3	34

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4.	**Resolution** - To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	16923	0.06
Physical	118	27012091	99.94
Total	127	27029014	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

5.	**Resolution** - To appoint Auditors of the Company for the financial year 2014-15 and fix their remuneration

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	16923	0.06
Physical	118	27012091	99.94
Total	127	27029014	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

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6. **Resolution** - To appoint Dr. (Mrs) Harbhajan Kaur Bal (DIN: 00008576) as an Independent Director of the Company

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	16893	0.06
Physical	118	27012091	99.94
Total	126	27028984	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	30	0.00
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

7. **Resolution** - To appoint Prof. Kanwar Sain Maini (DIN: 00454686) as an Independent Director of the Company

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	16923	0.06
Physical	118	27012091	99.94
Total	127	27029014	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

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8.	**Resolution** - To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director of the Company

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	16923	0.06
Physical	118	27012091	99.94
Total	127	27029014	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

9.	**Resolution** - To appoint Dr. Amrik Singh Sohi (DIN: 03575022) as an Independent Director of the Company

(i) Voted **in favor** of the resolution:

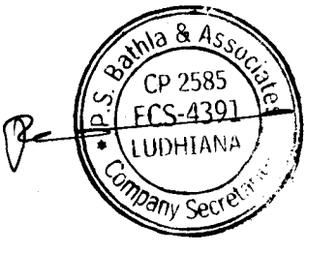
Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	16893	0.06
Physical	118	27012091	99.94
Total	126	27028984	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	30	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34



10.	**Resolution** - To appoint Sh. Ajit Singh Chatha (DIN: 02289613) as an Independent Director of the Company

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	16923	0.06
Physical	118	27012091	99.94
Total	127	27029014	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

11.	**Resolution** - To approve the remuneration of cost auditor for the financial year 2014-15

(i) Voted **in favor** of the resolution:

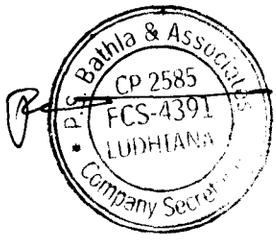
Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	16893	0.06
Physical	118	27012091	99.94
Total	126	27028984	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	30	0
Physical	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34



12. **Resolution** - Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 2500 crore over and above the aggregate of the paid-up share capital and free reserves of the Company.

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	1503	0.01
Physical	118	27012091	99.94
Total	124	27013594	99.95

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	15420	0.05
Physical	0	0	0
Total	0	0	0.05

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

13. **Resolution** - Special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security/hypothecation/mortgage.

(i) Voted **in favor** of the resolution:

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	16893	0.06
Physical	118	27012091	99.94
Total	126	27028984	100.00

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

Particulars	Number of members present and voting (in person or by proxy	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	30	0
Physical	0	0	0
Total	1	30	0

(iii) **Invalid** votes:

Particulars	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Physical	3	34
Total	3	34

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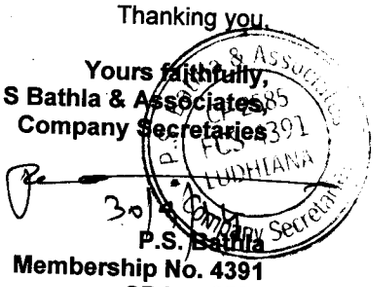
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. 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,
For P S Bathla & Associates,
Company Secretaries



P.S. Bathla
Membership No. 4391
CP No. 2585

Place : Ludhiana
Dated : 30.09.2014