VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

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To,
The Chairman,
Shekhawati Poly-Yarn Limited,
Unit – III,
Plot No. 185/1, Kanadi Fatak,
Village Naroli,
Silvassa – 396 235,
D.N.H. (U.T.)

Dear Sir,

Sub.: **Scrutinizer's Report E-voting and Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014**

I, Vishal N. Manseta, Practicing Company Secretary, having C.P. No. 8981, had been appointed as the Scrutinizer by the Board of Directors of Shekhawati Poly-Yarn Limited vide resolution dated August 11, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, to conduct the scrutiny of electronic voting process and scrutinizer for poll.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated August 11, 2014 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary/Special Resolutions as mentioned below:

1. To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

2. To re-appoint Mr. Sanjay Jogi (DIN No.02949921), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. To re-appoint M/s. S G C O & Co., Chartered Accountants, Mumbai, having Firm Registration No. 112081W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

4. To re-appoint M/s. N. Ritesh & Associates, Cost Accountants, Mumbai, having Membership No. M/26963, as the Cost Auditor of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

5. Re-appointment of Mr. Mukesh Ruia (DIN No. 00372083) as a Chairman & Managing Director for the period of 5 year w.e.f. March 2, 2015.

6. Increase of Authorised share Capital of the Company from Rs. 28,00,00,000/- to Rs. 100,00,00,000/- and amendment of clause V (a) of Memorandum of Association of Company.

7. Issue & allotment of 17,98,89,330 Preferential Warrants convertible into Equity Shares within 18 months to promoter & promoters group and public.

8. Appointment of Mr. Rohit Chandgothia (DIN No. 00215059) as an Independent Director of the Company upto the term of Five year.

9. Appointment of Mr. Sushil Poddar (DIN No. 03605830) as an Independent Director of the Company upto the term of Five year.

10. Appointment of Mrs. Rekha D. Somani (DIN No. 03432830) as an Independent Director of the Company upto the term of Five year.

11. To pass resolution to borrow money in excess of the aggregate of the paid up share capital and free reserve of the Company.

12. To pass resolution for keeping register of members, debenture holder together with their indexes & copies of Annual return at the place other than the registered office of the Company.

passed at the **Annual General Meeting of the Company held on September 12, 2014.**

The Company has also availed the e-voting' facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on September 4, 2014 at 10.00 a.m. and ended on September 7, 2014 at 10.00 a.m. and the CDSL e-voting platform was blocked thereafter.

I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the ballot papers submitted by the members at the meeting.

I now submit my Report as under on the result of the voting through electronic means and by poll in respect of the said Resolutions.

Date of AGM	**September 12, 2014**
Total number of shareholders on Record Date: Cut-off date for e-voting -	**2585** **August 14, 2014**
No. of shareholders Present in meeting either in person or through proxy: Promoters and Promoters Group: Public:	 6 12
No. of Shareholders attended the meeting through Video Conferencing:	**Not arranged**

Agenda –wise

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (~~Show of hands~~/Poll/~~Postal Ballot~~/E-voting)	Remarks
1.	To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	To re-appoint Mr. Sanjay Jogi (DIN No.02949921), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3.	To re-appoint M/s. S G C O & Co., Chartered Accountants, Mumbai, having Firm Registration No. 112081W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4.	To re-appoint M/s. N. Ritesh & Associates, Cost Accountants, Mumbai, having Membership No. M/26963, as the Cost Auditor of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5.	Re-appointment of Shri Mukeshji Ruia (DIN No. 00372083)as a Chairman & Managing Director for the period of 5 year w.e.f. March 2, 2015.	Special	E-Voting and Poll	The resolution was passed with the requisite majority
6.	Increase of Authorised share Capital of the Company from Rs. 28,00,00,000/- to Rs. 100,00,00,000/-.	Special	E-Voting and Poll	The resolution was passed with the requisite majority
7.	Issue & allotment of 17,98,89,330 preferential warrant convertible into equity shares within 18 months to promoter & non-promoters.	Special	E-Voting and Poll	The resolution was passed with the requisite majority
8.	Appointment of Mr. Rohit Chandgothia (DIN No. 00215059) as an Independent Director of the Company upto the term of Five year.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

9.	Appointment of Mr. Sushil Poddar as (DIN No. 03605830) an Independent Director of the Company upto the term of Five year.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
10.	Appointment of Mrs. Rekha D. Somani (DIN No. 03432830) as an Independent Director of the Company upto the term of Five year.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
11.	To pass resolution to borrow money in excess of the aggregate of the paid up share capital and free reserve of the Company provided that the total amount borrowed and outstanding at any point of time shall not be in excess of Rs. 500 crores	Special	E-Voting and Poll	The resolution was passed with the requisite majority
12.	To pass resolution for keeping register of members, debenture holder together with their indexes & copies of Annual return at the place other than the registered office of the Company.	Special	E-Voting and Poll	The resolution was passed with the requisite majority

E-Voting results are as under :

Sr. No.	Particulars	In favour of the Ordinary/Special Resolution(s)			Against Ordinary/Special Resolution(s)		
		Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
1	To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.	13	10,00,12,858	100 %	NIL	NIL	NIL
2	To re-appoint Mr. Sanjay Jogi (DIN No.02949921), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	13	10,00,12,858	100 %	NIL	NIL	NIL
3	To re-appoint M/s. S G C O & Co., Chartered Accountants, Mumbai, having Firm Registration No. 112081W. as the	13	10,00,12,858	100 %	NIL	NIL	NIL

	Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.						
4	To re-appoint M/s. N. Ritesh & Associates, Cost Accountants, Mumbai, having Membership No. M/26963, as the Cost Auditor of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.	13	10,00,12,858	100 %	NIL	NIL	NIL
5	Re-appointment of Shri Mukeshji Ruia (DIN No. 00372083)as a Chairman & Managing Director for the period of 5 year w.e.f. March 2, 2015.	13	10,00,12,858	100 %	NIL	NIL	NIL
6	Increase of Authorised share Capital of the Company from Rs. 28,00,00,000/- to Rs. 100,00,00,000/-.	12	10,00,06,158	99.99 %	1	6,700	0.01
7	Issue & allotment of 17,98,89,330 preferential warrant convertible into equity shares within 18 months to promoter & non-promoters.	12	10,00,06,158	99.99 %	1	6,700	0.01
8	Appointment of Mr. Rohit Chandgothia (DIN No. 00215059) as an Independent Director of the Company upto the term of Five year.	13	10,00,12,858	100 %	NIL	NIL	NIL
9	Appointment of Mr. Sushil Poddar as (DIN No. 03605830) an Independent Director of the Company upto the term of Five year.	13	10,00,12,858	100 %	NIL	NIL	NIL
10	Appointment of Mrs. Rekha D. Somani (DIN No. 03432830) as	13	10,00,12,858	100 %	NIL	NIL	NIL

	an Independent Director of the Company upto the term of Five year.						
11	To pass resolution to borrow money in excess of the aggregate of the paid up share capital and free reserve of the Company provided that the total amount borrowed and outstanding at any point of time shall not be in excess of Rs. 500 crores	13	10,00,12,858	100 %	NIL	NIL	NIL
12	To pass resolution for keeping register of members, debenture holder together with their indexes & copies of Annual return at the place other than the registered office of the Company.	13	10,00,12,858	100 %	NIL	NIL	NIL

The Chairman of the company may declare the results of the e-voting and Poll.

For **Vishal N. Manseta**
(Practicing Company Secretary)

Vishal N. Manseta
ACS No.: 25183
C.P. No.:8981
Date : September 12, 2014
Place : Mumbai