

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING
FOR SWADESHI POLYTEX LIMITED**

**The Chairman
Swadeshi Polytex Limited
New Kavi Nagar, Industrial Area,
Ghaziabad - 201002 (Uttar Pradesh)**

**46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SWADESHI POLYTEX LIMITED
HELD ON THURSDAY, THE SEPTEMBER 29, 2016 AT 11.30 A. M. AT NEW KAVI NAGAR,
INDUSTRIAL AREA, GHAZIABAD-201002 (UTTAR PRADESH).**

**SUBJECT: PASSING OF RESOLUTIONS THROUGH ELECTRONIC VOTING PURSUANT TO
SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2015.**

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Swadeshi Polytex Limited. (hereinafter referred to as **(the "Company")**) on August 5, 2016, I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company has engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 46th Annual General Meeting ("**AGM**") of the Company, which was held on Thursday, the 29th September, 2016. National Securities Depository Limited ("**NSDL**") had set up e-voting facility on their website, <https://evoting.nsd.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date for the despatch of notice of annual general meeting, there were 9809 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 182 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 9627 shareholders. There was 1 incremental shareholder who became member after the despatch of notice.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was September 22, 2016. The e-voting facility was kept open from 26th September, 2016 (09.00 A.M.) to 28th September, 2016 (05.00 P.M.)



6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of Annual General Meeting in Financial Express , English (All Editions) and in Hint, Hindi Newspaper (Ghaziabad Edition) both dated on 30th August, 2016. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 28, 2016 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 29, 2016 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Varsha Joshi and Ms. Nancy Sahni, who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

RESOLUTION NO.1 – ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	5	490031	100.00%	12.56
Total Number of Invalid Votes	0	0	0	0
Total Number of Valid Votes	5	490031	100.00%	12.56%
Total Number of Votes against the resolution	1	25	0.01%	0.00
Total Number of Votes in favour of Resolution	4	490006	99.99%	12.56%



RESOLUTION NO.2 - ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. GAURAV SWARUP (DIN: 00374298) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	5	490031	100.00%	12.56
Total Number of Invalid Votes	0	0	0	0
Total Number of Valid Votes	5	490031	100.00%	12.56%
Total Number of Votes against the resolution	1	25	0.01%	0.00
Total Number of Votes in favour of Resolution	4	490006	99.99%	12.56%

RESOLUTION NO.3 - RE-APPOINTMENT OF MR. PREM CHANDRA VAISH (DIN: 03440470) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	5	490031	100.00%	12.56
Total Number of Invalid Votes	0	0	0	0
Total Number of Valid Votes	5	490031	100.00%	12.56%
Total Number of Votes against the resolution	1	25	0.01%	0.00
Total Number of Votes in favour of Resolution	4	490006	99.99%	12.56%

RESOLUTION NO.4 - RE-APPOINTMENT OF MR. BIPIN BEHARI MEHROTRA (DIN: 03279399) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	5	490031	100.00%	12.56
Total Number of Invalid Votes	0	0	0	0
Total Number of Valid Votes	5	490031	100.00%	12.56%
Total Number of Votes against the resolution	1	25	0.01%	0.00
Total Number of Votes in favour of Resolution	4	490006	99.99%	12.56%



RESOLUTION NO.5 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF M/S SANMARKS & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 003343N) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid-up share capital of the Company
Total Votes received by electronic mode	5	490031	100.00%	12.56
Total Number of Invalid Votes	0	0	0	0
Total Number of Valid Votes	5	490031	100.00%	12.56%
Total Number of Votes against the resolution	0	0	0.00%	0.00
Total Number of Votes in favour of Resolution	5	490031	100.00%	12.56%

All the resolutions contained in the notice dated 5th August, 2016 calling 46th Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.


Thanking you,
Yours Sincerely


CS BALDEV SINGH KASHTWAL
SCRUTINIZER
C. P. NO. 3169
PARTNER
RSM & CO.
COMPANY SECRETARIES
NEW DELHI



Place : New Delhi
Dated : October 01, 2016

WITNESS:

1. CS Varsha Joshi: 
D/o Shri Nand Kishor Joshi
Add: B - 221, Brij Vihar,
Ghaziabad (U.P.) 201011

2. Ms. Nancy Sahni: 
D/o Shri Satpal Sahni
Add: 1394/21, Kamla Nagar Rohtak