



SHRUTI SINGHAL & ASSOCIATES
Company Secretaries

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,

**THE CHAIRMAN
SWADESHI POLYTEX LIMITED
(CIN: L25209UP1970PLC003320)
A-1, SECTOR – 17, NEW KAVI NAGAR,
INDUSTRIAL AREA,
GHAZIABAD-201002 (U.P.)**

**49TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
SWADESHI POLYTEX LIMITED HELD ON MONDAY, 16TH SEPTEMBER, 2019
AT 03.00 P. M. AT A-1, SECTOR-17, NEW KAVI NAGAR, INDUSTRIAL AREA,
GHAZIABAD - 201002 (UTTAR PRADESH).**

Dear Sir,

I, Shruti Singhal, Proprietor of Shruti Singhal & Associates, Company Secretaries, was appointed as Scrutinizer of Swadeshi Polytex Limited "the Company" for the purpose of scrutinizing the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Amendment Rules, 2015 the poll taken at the 49th Annual General Meeting of the Equity Shareholders of Swadeshi Polytex Limited held on September 16, 2019 at 03.00 P. M., at A-1, Sector-17, New Kavi Nagar, Industrial Area, Ghaziabad - 201002 (Uttar Pradesh) on the resolutions, as set out in the notice dated 05th August, 2019. I submit my report as under:

Cut-off Date:

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 10, 2019.

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my 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



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Poll is as under:-

AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:-

Number of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%

(II) VOTED AGAINST THE RESOLUTION:-

Number of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES :-

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	2
SUBJECT	RE-APPOINTMENT OF SHRI HARTAJ SEWA SINGH (DIN: 00173286) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:-

Number of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%



(II) VOTED AGAINST THE RESOLUTION:-

Number of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:-

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF SHRI SHAMSHER BHADUR SINGH (DIN: 03225016 AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:-

Number of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%

(II) VOTED AGAINST THE RESOLUTION:-

Number of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:-

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0



AGENDA ITEM NO.	4
SUBJECT	RE-APPOINTMENT OF SHRI SUKUMAR ARUNACHALAM (DIN: 06624132) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MRS. PURTI MARWAHA (DIN: 07090475) AS INDEPENDENT DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0



(III) INVALID VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	6
SUBJECT	REGULARISE THE APPOINTMENT OF MR. SUKUMAR ARUNACHALAM (DIN:- 06624132) AS DIRECTOR.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	7
SUBJECT	REGULARISE THE APPOINTMENT OF MR. PANKAJ AGARWAL (DIN:- 08467347) AS DIRECTOR.
TYPE OF RESOLUTION	ORDINARY RESOLUTION



(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
37	2694740	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. Consolidated results are annexed as "Annexure-1"
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely

Shruti
CS SHRUTI SINGHAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 22138
Place : Delhi
Dated : 17th September, 2019



Encl: Annexure-1

Counter Signed by the Chairman /
Person authorised by the Chairman



Shruti Thukral
Company Secretary
Swadesh Polytex Limited

**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR SWADESHI POLYTEX LIMITED**
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015)

To,

The Chairman,
49th Annual General Meeting of
Swadeshi Polytex Limited
(CIN: L25209UP1970PLC003320)
A-1, Sector-17, New Kavi Nagar, Industrial Area,
Ghaziabad – 201002 (Uttar Pradesh)

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 49th Annual General Meeting of Swadeshi Polytex Limited (“The Company”) held on September 16, 2019 at 03.00 P. M. at A-1, Sector-17, New Kavi Nagar, Industrial Area, Ghaziabad – 201002 (Uttar Pradesh)

I, CS Shruti Singhal, Proprietor of Shruti Singhal & Associates, Company Secretaries and having office at B-139/4, Mahalaxmi Enclave Karawal Nagar, Delhi-110094 was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting (“AGM”) voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the **Swadeshi Polytex Limited** at their meeting held on August 05, 2019 on the resolutions mentioned in the Notice dated 05th August, 2019 for 49th Annual General Meeting of the Members of the Company held on September 16, 2019 at 03:00 P. M. at A-1, Sector-17, New Kavi Nagar, Industrial Area, Ghaziabad – 201002 (Uttar Pradesh).

Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Amendment Rules, 2015, 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 Jansatta, Hindi Newspaper both dated on 21st August, 2019. 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.

VOTING AT AGM VENUE:

At the 49th Annual General Meeting of the Company held on September 16, 2019, the Chairman of the Meeting had ordered for poll to facilitate the members present in the meeting, who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the Annual General Meeting at 03:45 P.M., the locked ballot boxes were opened in my presence (along with presence of two witnesses viz Ms. Kashika Bhardwaj and Ms. Paridhi Agarwal) both are not in the employment of the Company and poll papers were diligently scrutinized.

The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations / Proxies lodged with the Company. The signature of members and No. of Shares held by respective members were scrutinized and confirmed by the Company.



E-VOTING:

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 sought to be transacted in the 49th Annual General Meeting (“AGM”) of the Company, which was held on Monday, the 16th September, 2019. National Securities Depository Limited (“NSDL”) had set up e-voting facility on their website, <https://evoting.nsdl.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.

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.

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 10, 2019. The e-voting facility was kept open from 13th September, 2019 (09.00 A.M.) to 15th September, 2019 (05.00 P.M.).

Thereafter, the Remote e-voting results were unblocked by me on September 16, 2019 after the AGM of the company in the presence of two witnesses Ms. Kashika Bhardwaj and Ms. Paridhi Agarwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

The details containing list of shareholders who voted “for” or “against” or whose votes were considered as “abstain/invalid” for each of the resolutions that were put to vote were downloaded from the e-voting website.

RESULTS:

This report includes the result of voting through the physical poll papers in addition to votes cast through e-voting website of NSDL by eligible shareholders.

The result of the E- voting together with that of the poll is as under:

AGENDA ITEM NO. 1

ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS’ THEREON.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes) *	% of Total Valid Votes Received
Total Votes received by electronic mode	3	81	0.003%
Total Votes received through physical ballot mode	37	2694740	99.997%
Total Number of Invalid Votes	0	0	



Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 1 has been approved with requisite majority.

AGENDA ITEM NO. 2

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI HARTAJ SEWA SINGH (DIN: 00173286) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	3	81	0.003%
Total Votes received through physical ballot mode	37	2694740	99.997%
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 2 has been approved with requisite majority.

AGENDA ITEM NO. 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHAMSHER BHADUR SINGH (DIN: 03225016) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	3	81	0.003%
Total Votes received through physical ballot mode	37	2694740	99.997%
Total Number of Invalid Votes	0	0	



Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 3 has been approved with requisite majority.

AGENDA ITEM NO. 4

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI SUKUMAR ARUNACHALAM (DIN: 06624132) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	3	81	0.003%
Total Votes received through physical ballot mode	37	2694740	99.997%
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 4 has been approved with requisite majority.

AGENDA ITEM NO. 5

SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MRS. PURTI MARWAHA (DIN 07090475) AS INDEPENDENTT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	3	81	0.003%
Total Votes received through physical ballot mode	37	2694740	99.997%



Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 5 has been approved with requisite majority.

AGENDA ITEM NO. 6

ORDINARY RESOLUTION FOR REGULARISE THE APPOINTMENT OF SHRI SUKUMAR ARUNACHALAM (DIN: 06624132) AS DIRECTOR OF THE COMPANY,

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	3	81	0.003%
Total Votes received through physical ballot mode	37	2694740	99.997%
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 6 has been approved with requisite majority.

AGENDA ITEM NO. 7

ORDINARY RESOLUTION FOR REGULARISE THE APPOINTMENT OF SHRI PANKAJ AGARWAL (DIN: 08467347) AS DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	3		0.003%



Total Votes received through physical ballot mode	37	2694740	99.997%
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	40	2694821	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	40	2694821	100.00%

Therefore, the Resolution No. 7 has been approved with requisite majority.

All the Resolutions stand passed under e-voting and poll with the 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 and poll 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,

Shruti


CS SHRUTI SINGHAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 22138

Date : 17th September, 2019

Place : New Delhi

Counter Signed by the Chairman /:
Person authorized by the Chairman



Shruti Thukral
Company Secretary,
Swadesh Polytex Limited.

WITNESS-1

Signature :

Name :

Address :

Kashika
Kashika Bhardwaj
KD-25/15 Kavi Nagar, G2B.

WITNESS-2

Signature :

Name :

Address :

Pavithra
Pavithra Agarwal
G-75 HIC, Duplex Pratap
Vihar, Ghaziabad.