



Scrutinizer's Report-Combined

To,
The Chairman
M/s Spentex Industries Limited
A-60, Okhla Industrial Area,
Phase-II, New Delhi-110020.

Sub: Report (Combined) on e-voting and Poll on the agenda items transacted at the 22nd Annual General Meeting (AGM) of the company held on Thursday, September 11, 2014 at 10:30 A.M at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi 110019.

Dear Sir,

1. I, Loveneet Handa, a Company Secretary in Practice, have been appointed as a scrutinizer by
 - (i) The Board of Directors of M/s Spentex Industries Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolution contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the Company, held on the Thursday, September 11, 2014 at 10:30 A.M at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi 110019.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through electronics means) at AGM.

I have issued separate Scrutinizer's Report dated September 9, 2014 on the e-voting and September 11, 2014 on the poll on the resolution contained in the notice to the AGM. As



required by management I submit herewith my combined report on the results of e-voting together with that of poll as under:-

Sl. No.	Particulars	Ordinary/ Special Resolution	Voting	No. of Share holders voted	Votes in favour		Votes Against		No. of invalid votes
					No. of Shares	% of total valid votes	No. of Shares	% of total valid votes	
1.	Adoption of Financial Statements for the financial year ended 31 st March, 2014	Ordinary Resolution	E-voting	23	50423523	99.998	906	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492409	99.998	906	0.002	1
2.	Appointment of Director in place of Mr. Amrit Agrawal who is retiring by rotation.	Ordinary Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
3.	Appointment of M/s. J. C. Bhalla & Co. as Statutory Auditors of the Company for a period of 3 years.	Ordinary Resolution	E-voting	23	50423523	99.998	906	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492409	99.998	906	0.002	1
4.	Ratification of resolution in respect to Borrowing Powers of Board of Directors.	Special Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
5.	Ratification of resolution in respect to Mortgaging/ charging/leasing and/or selling of company properties pursuant to Section 180(1)(a) of the Companies Act 2013	Special Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1



Amrit

6.	Ratification of resolution in respect to Guarantees/loans and/or security pursuant to Section 186 of the Companies Act, 2013.	Special Resolution	E-voting	23	50423523	99.998	906	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492409	99.998	906	0.002	1
7.	Re-appointment of Shri Ajay Kumar Choudhary as the Chairman of the Company for a period of 4 years.	Special Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
8.	Re-appointment of Mr. Kapil Choudhary as Dy. Managing Director of the Company for a period of 5 years.	Special Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
9.	Re-appointment of Mr. Sitaram Parthasarathy as the Director-Works of the company for a period of 5 years.	Special Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
10.	Appointment of Mr. R K Thapliyal as an Independent Director of the Company for a period of 5 years.	Ordinary Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
11.	Appointment of Mr. Prem Malik as an Independent Director of the Company for a period of 5 years.	Ordinary Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
12.	Appointment of Mr. Shyamal Ghosh as an Independent Director of the Company for a period of 5 years.	Ordinary Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
13.	Appointment of Mr. Dhananjaya	Ordinary Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00			1



	Prasad Singh as an Independent Director of the Company for a period of 5 years.		Total	70	50492359	99.998	956	0.002	1
14.	Appointment of Mr. Deepak Diwan as an Independent Director for a period of 5 years.	Ordinary Resolution	E-voting	23	50423473	99.998	956	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492359	99.998	956	0.002	1
15.	Alteration of Article of Association of the Company with respect to Companies Act, 2013.	Special Resolution	E-voting	23	50423523	99.998	906	0.002	0
			Poll	47	68886	100.00	0	0	1
			Total	70	50492409	99.998	906	0.002	1

Thanking You.

Yours faithfully

For **LOVENEET HANDA & ASSOCIATES**
COMPANY SECRETARIES

(**LOVENEET HANDA**)
MEMBERSHIP NO.: 25973
CP. NO.: 10753

PLACE: DELHI
DATE: SEPTEMBER 11, 2014