



LOVENEET HANDA & ASSOCIATES
Company Secretaries

Office : A-41, Office No. 2, First Floor,
Main Market, Madhu Vihar, Delhi-110092
Ph.(O) : 011-47527623, Mobile : 9818664478
E-mail : lovaneet.cs@gmail.com

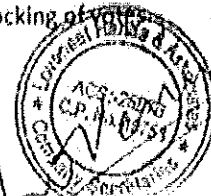
Combined Scrutinizer's Report
{Pursuant to rule Section 108 & 109 of the Companies Act, 2013
read with Companies (Management and Administration) Rules, 2014}

To,
The Chairman
23rd Annual General Meeting of the shareholders of
M/s Spentex Industries Limited
CIN-L74899DL1991PLC138153
A-60, Okhla Industrial Area,
Phase-II, New Delhi-110020.

Sub: Combined Report on Remote e-voting and Poll on the agenda items transacted at the 23rd Annual General Meeting (AGM) of the company held on Wednesday, September 30, 2015 at 03:30 P.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 (ACS: 25973, CP No: 10753) proprietor of Loveneet Handa & Associates, A-41, Office No -2, First Floor, Main Market, Madhu Vihar, Delhi-110092, was appointed as a scrutinizer by the Board of Directors of M/s Spentex Industries Limited for the purpose of scrutinizing the Remote e-voting process and voting by the use of Polling at the Annual General Meeting (AGM) under the provisions of Section 108 & 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice to the 23rd Annual General Meeting (AGM) of the members of the Company, held on the Wednesday, the September 30, 2015 at 03:30 P.M. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi 110019.
2. The members holding shares as on the "Cut Off" date i.e. Wednesday September 23, 2015 were entitled for remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The remote e-voting period was fixed to commence at 9:00 A.M. on Saturday, September 26, 2015 and end at 5:00 P.M. on Tuesday, September 29, 2015. However, due to some technical problems, E-voting commenced on Monday, September 28, 2015 at 5:45 P.M.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the 23rd 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 remote e-voting system provided by CDSL, the authorized agency engaged by the Company to provide remote e-voting facilities for e-voting and the report prepared on the basis of votes cast through poll at AGM.
4. After counting the votes conducted at the venue of AGM, the votes cast through remote e-voting were unblocked by me on September 30, 2015 after the conclusion of the meeting in the presence of 2 witnesses CS Akansha Gupta, and Ms. Kanika Chhabra, who are not in the employment of the Company. They have signed below as witness to the unblocking of votes.



Akansha
Name: CS Akansha Gupta

Kanika
Name: Ms. Kanika Chhabra

5. Further, the Chairman announced poll at the AGM for the shareholders who have attended the meeting and have not cast their vote by remote e-voting.
6. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. 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.

I hereby submit combined Scrutinizer's Report on the results of remote e-voting together with that of poll on all the resolutions contained in the Notice of the aforesaid Annual General Meeting as under:-

A) Resolution 1

Adoption of the Audited Balance Sheet as at 31st March, 2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

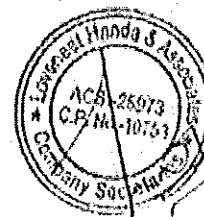
Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted In favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



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iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

B) Resolution 2

Re-appointment of Shri Ajay Kumar Choudhary as a Director, who retires by rotation.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: Invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted In favour of the resolution:

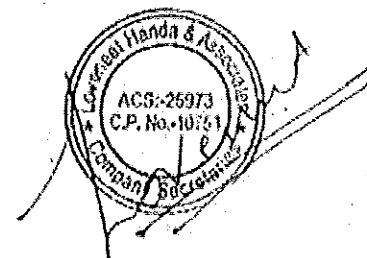
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0



C) Resolution 3

Re-appointment of Shri Kapil Choudhary as a Director, who retires by rotation.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: Invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted In favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

D) Resolution 4

Ratification of the appointment of Statutory Auditors of the Company for the financial year 2015-16 and fixation of their remuneration.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: Invalid votes	0	0	0



Net valid votes cast	57	3,79,01,988	42.22
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i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

E) Resolution 5

Ratification of the remuneration of Cost Auditor.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: Invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00



ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

F) Resolution 6

Appointment of Ms. Kamal Kapur as Independent Woman Director.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: Invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted in favour of the resolution:

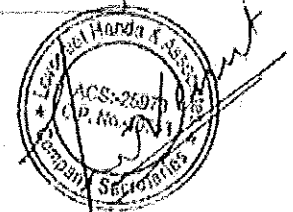
Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0



Total	0	0
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G) Resolution 7

Seeking Central Government approval for Shri Ajay Kumar Choudhary, Chairman towards payment of existing remuneration.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.1
Less: invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted In favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

H) Resolution 8

Seeking Central Government approval for Shri Kapil Choudhary, Deputy Managing Director towards payment of existing remuneration.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11



Total votes polled through Polling Paper	40	1,02,889	0.11
Less: invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted In favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

i) Resolution 9

Seeking Central Government approval for Shri Sitaram Parthasarathy, Director - Works towards payment of existing remuneration.

Particular	Number of members voted	No. of shares held by them	% of total equity paid up capital
Total votes cast through e-voting	17	3,77,99,099	42.11
Total votes polled through Polling Paper	40	1,02,889	0.11
Less: invalid votes	0	0	0
Net valid votes cast	57	3,79,01,988	42.22

i) Voted In favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	17	3,77,99,099	100.00
Poll	40	1,02,889	100.00



Total	57	3,79,01,988	100.00
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ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

J) Resolution 10

Issuance of 1,10,95,000 equity shares subject to requisite approval from concerned authorities falling, to issue convertible share warrants convertible within 18 months in one or more tranches from the date of allotment of such warrants at a price of Rs. 10/- each to promoters/promoter group on Preferential Basis.

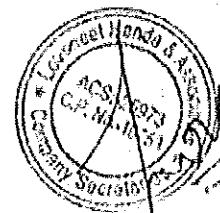
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Poll	40	1,02,889	100.00
Total	57	3,79,01,988	100.00

ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



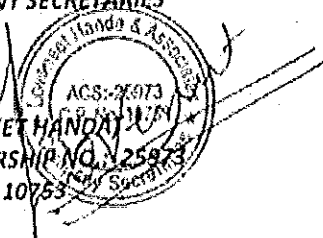
iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

The Register and all other relevant papers relating to Remote e-voting and poll have been handed over to the Company Secretary of the Company for safe keeping.

Thanking You.
Yours faithfully

For LOVENEET HANDA & ASSOCIATES
COMPANY SECRETARIES


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

PLACE: DELHI
DATE: OCTOBER 1, 2015