



*CS Devesh A. Pathak*  
B.Com., LL.B., F.C.S.

## DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES  
REGD. INSOLVENCY PROFESSIONAL  
REGD. TRADE MARKS AGENT

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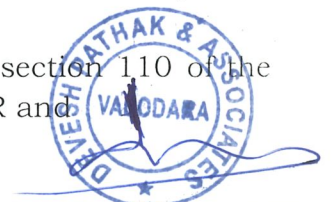
13th March, 2019

The Chairman of the Tribunal Convened Meeting of Equity Shareholders  
Fairdeal Filaments Ltd  
3rd Floor, Dawer Chambers,  
Near Sub Jail, Ring Road,  
Surat 395002, Gujarat

### **SCRUTINIZER'S COMBINED REPORT EXCLUSIVELY IN RESPECT OF PUBLIC SHAREHOLDING**

Dear Sir,

- 1 WHEREAS in terms of order no CA(CAA)No. 8/230-232/NCLT/AHD/2019 dated 24th January, 2019 issued by Hon'ble National Company Law Tribunal, Ahmedabad Bench, Fairdeal Filaments Limited, the Applicant Transferor Company (hereinafter referred to as 'FFL') being Listed Public Limited Company is governed by the SEBI Circular no CFD/DIL3/CIF/2017/21 dated March 10, 2017 and other circulars issued thereafter and in view of Section 230(4) of the Companies Act, 2013 (hereinafter referred to as "the Act") as well as Rule 5 and 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as 'LODR'), FFL is required to provide facility for Postal Ballot and e-voting to the Public Shareholders. Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide Paragraph no 10(iii) of their aforesaid Order dated 24th January, 2019 has inter alia directed FFL to carry out voting through (i) e-voting (ii) Postal Ballot and (iii) Ballot or Polling paper at the venue of the meeting for the meeting of Equity shareholder of FFL to be held on Monday 11th March, 2019 as also in case of meeting of secured and unsecured Creditors of FFL, voting shall be carried out through ballot polling paper at the venue of the meeting.
- 2 AND WHEREAS Hon'ble National Company Law Tribunal, Ahmedabad Bench vide paragraph 10 (viii) of the aforesaid order dtd. 24th January, 2019 has directed that Mr. Devesh A. Pathak, Practising Company Secretary shall act as the Scrutinizer for the said meetings.
- 3 Accordingly, I Devesh A. Pathak, Practising Company Secretary, have been appointed as a scrutinizer
  - (i) To Conduct the e-voting process pursuant to clause 44 of LODR read with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration Rules, 2014 ('the Rules')
  - (ii) To Conduct the Postal Ballot voting process pursuant to section 110 of the Act and Rule 22 of the Rules read with Clause 44 of LODR and





- (iii) TO conduct Poll pursuant to section 109 and other applicable provisions applicable, if any of the Act and rule 21 of the Rules read with Clause 44 of LODR

in respect of shareholders' Resolutions to be passed at the Tribunal convened meeting of Equity shareholders to be held on Monday, the 11th March, 2019 as set out in the notice dated 1st February, 2019 with statement setting out material facts under Section 102 of the Act in respect of approval to the scheme of merger by absorption of FFL by Shalton Silk Industries Ltd ( hereinafter referred to as "SSIL' )

4 The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR read with the Act and Rules relating to E-voting, Postal Ballot and poll in respect of the aforesaid resolution. My responsibility as a scrutinizer for the E-voting process, Postal Ballot and for Poll at the Tribunal Convened Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting, on the basis of ballot papers received and also at the time of poll at the aforesaid meeting.

5 I have issued separate Scrutinizer's Report dated 13th March, 2019 on the e-voting, separate report dtd. 13th March, 2019 on Postal Ballots received and separate report dtd. 13th March, 2019 on the poll on the aforesaid resolution. As requested by the management, I submit combined report for e-voting, Postal Ballot and poll exclusively in respect of Public Shareholders in order to facilitate the Company to ascertain whether Public Shareholders have approved the Scheme or not in line with Circular No. CFD/DIL3/CIR/2017/21 dtd. 10th March, 2017 issued by SEBI in respect of aforesaid resolution as follows:







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Continuation Sheet

Sr. No.	Particulars	No. of Electronic Voter/ Postal Ballots / Ballot in Poll				No. of Votes				
		No. of E-Voters	No. of Postal Ballots	No of Ballot in Poll	Total	Electronic Votes	Postal ballot	Ballots in Poll	Total	
1	E-VOTES / POSTAL BALLOT / BALLOT IN POLL RECEIVED	15	5	19*	39	162068	1322	34745	198135	
2	(LESS) : INVALID E-VOTES / POSTAL BALLOT / BALLOTS IN POLL	NIL	NIL	-3**	-3	NIL	NIL	-450**	-450**	
3	VALID E-VOTES / POSTAL BALLOT //BALLOTS IN POLL	15	5	16*	36	162068	1322	34295	197685	100
4	E-VOTES / POSTAL BALLOT / BALLOTS IN POLL IN FAVOUR	15	4	16*	35	162068	1321	34295	197684	100
5	E-VOTES / POSTAL BALLOT / BALLOTS IN POLL AGAINST	NIL	1	NIL	1	NIL	1	NIL	1	0***
TOTAL VALID E-VOTES / POSTAL BALLOTS / BALLOT IN POLL		15	5	16	36	162068	1322	34295	197685	100





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Continuation Sheet ....

- 4 I have handed over related papers/ registers and records for safe custody to Mr. Jitesh Varkal, Company Secretary of the Company.
- 5 You may accordingly declare the result of voting.

Thanking You  
Your Faithfully

  
CS Devesh A. Pathak  
Practising Company Secretary  
Membership No. FCS 4559



\*A Common ballot form was used for three separate folios having common sole/ first shareholder. Hence, the same is treated as separate three ballots

\*\*One ballot in respect of 10 equity shares was not considered since already voted through postal ballot and two ballots of 220 equity shares each were not considered due to signature mismatch.

\*\*\*Negligible