

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 11th Annual General Meeting

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman of 11th Annual General Meeting of the Equity Shareholders of **SHABLON SILK INDUSTRIES LIMITED** held on Monday, 30th September, 2019 at 11.00 a.m. at the Corporate Office of the Company situated at 3rd Floor, Dawer Chambers, Nr. Sub Jail, Ring Road, Surat – 395002, Gujarat, India.

Dear Sir,

Sub.: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 11th Annual General Meeting (AGM) of SHABLON SILK INDUSTRIES LIMITED held on Monday, 30th September, 2019 at 11.00 a.m. at 3rd Floor, Dawer Chambers, Nr. Sub Jail, Ring Road, Surat – 395002, Gujarat, India.

1. I, **BHAIKAV H. SHUKLA**, Practicing Company Secretary (Membership No.: F 6212; C.P. No.: 5820), was appointed as a Scrutinizer by the Board of Directors of **SHABLON SILK INDUSTRIES LIMITED** ("the Company") pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 for the purpose of scrutinising the remote e-voting process and ascertaining the requisite

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majority on e-voting carried out on the resolutions contained in the notice to the 11th Annual General Meeting (“AGM”) of the Members of the Company, held on Monday, 30th September, 2019 at 11.00 a.m. at the Corporate Office of the Company situated at 3rd Floor, Dawer Chambers, Nr. Sub Jail, Ring Road, Surat – 395002, Gujarat;

2. The Company had availed the remote e-voting facility provided by Central Depository Securities (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on 26th September, 2019 (9.00 a.m.) to 28th September, 2019 (5.00 p.m.).
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer’s Report dated 30th September, 2019 **on the remote e-voting.**
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, I, Bhairav H. Shukla, Practicing Company Secretary, (Membership No.: F 6212; C. P. No.: 5820), was appointed as the Scrutinizer to conduct the poll process in fair and transparent manner on all the resolutions contained in the notice to the 11th AGM of the Members of the Company held on Monday, 30th September, 2019 at 11.00 a.m. at the Corporate Office of the Company situated at 3rd Floor, Dawer Chambers, Nr. Sub Jail, Ring Road, Surat – 395002, Gujarat.
5. We have issued separate Scrutinizers’ Report dated 30th September, 2019 **on the poll** taken on all the resolutions contained in the notice to the 11th AGM of the Company.
6. We submit herewith our combined report on the result of e-voting together with that of Poll as under:



I. Ordinary Business:

A. Resolution No. 1: (To pass as an Ordinary Resolution)

To consider and adopt the Audited Financial Statement for the year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



B. Resolution No. 2: (To pass as an Ordinary Resolution)

To declare dividend on equity shares for the financial year ended on 31.03.2019.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



C. Resolution No. 3: (To pass as an Ordinary Resolution)

To appoint a Director in place of Shri Dhirajlal R. Shah (DIN 00010480), Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



D. Resolution No. 4: (To pass as an Ordinary Resolution)
To re-appoint Auditors and fix their remuneration.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



II. Special Business:

E. Resolution No. 5: (To pass as an Ordinary Resolution)
To ratify the remuneration of Cost Auditors.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



F. Resolution No. 6: (To pass as an Ordinary Resolution)
To appoint Shri Vaibhav Jayantbhai Mehta as an Independent Director.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



G. Resolution No. 7: (To pass as a Special Resolution)
To appoint Shri Nitin R. Shah as a Whole-time Director.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



H. Resolution No. 8: (To pass as a Special Resolution)
To appoint Shri Arvind R. Shah as a Managing Director.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



I. Resolution No. 9: (To pass as a Special Resolution)
To appoint Shri Dhirajlal R. Shah as an Executive Chairman.

(i) Voted IN FAVOUR of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**28	*14	42
Number of votes cast by them	4315805	7670744	11986549
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



J. Resolution No. 10: (To pass as a Special Resolution)

To appoint Shri Jayantilal R. Shah as a 'Head –Accounts & Legal' to hold office or Place of Profit.

(i) Voted IN FAVOUR of the Resolution

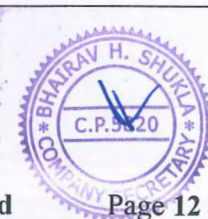
	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**14	*07	21
Number of votes cast by them	1385472	468069	1853541
% of Total Number of valid votes cast	100%	100%	100%

(ii) Voted AGAINST of the Resolution

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total Number of valid votes cast	Nil	Nil	Nil

(iii) Invalid Votes

	Remote E-voting	Voting by Poll (Members present and voted in person or proxy)	Total
Number of Members voted	**14	*07	21
Number of votes cast by them	2930333	7202675	10133008



Note:

** (In remote E- Voting) - as per the discussion held with the representative of the Company, 4 (Four) shareholders are having more than one Client ID / Folio No. We have clubbed their holding considering sole member.

* (In voting by poll) As per the discussion held with the representative of the Company, Eight (8) shareholders used a common / single ballot form for their two or three separate folios/Client ID. Hence, the same considered as single / same holder and accordingly their holding of the shareholder (in different Client ID / Folio) were clubbed.


7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 11th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 11th AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Bigshare Services Private Limited (Registrar and Share Transfer Agent) and also at the time of poll taken at the 11th AGM.

Thanking you,


Bhairav H. Shukla
Scrutinizer
Practicing Company Secretary
C.P. No. 5820 FCS: F 6212
Date: 30th September, 2019.
Place: Surat



Acknowledge receipt of the same
For Shahlon Silk Industries Limited


Chairman of 11th AGM of Shahlon Silk
Industries Limited
Date: 30/09/2019
Place: Surat