

SCRUTINEERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) and other applicable provisions of the Companies (Management and Administration) Rules, 2014]

October 01, 2019

The Chairman,  
Harish Textile Engineers Limited  
2<sup>nd</sup> Floor, 19 Parsi Panchayat Road,  
Andheri (East),  
Mumbai – 400069

Dear Sir,

**Report of the Scrutinizer on the combined result of e-voting and Poll on the Resolutions proposed at the 9<sup>th</sup> Annual General Meeting of the Company held on Monday, September 30, 2019**

I, Shrutu H. Shah, Practising Company Secretary was appointed as the Scrutinizer under Sub Rule 3(ix) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) by Harish Textile Engineers Limited (the Company) in respect of e-voting and Poll on the Resolutions proposed at the 9<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2019.

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 on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company. NSDL had accordingly set up e-Voting facility on their website, <https://www.evoting.nsdl.com>.

The Company had uploaded all the items of the business to be transacted on the website of the Company and also of NSDL to facilitate their shareholders to cast their vote through e-Voting.

The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 23, 2019. As prescribed in the Rules, the e-Voting facility was kept open for three days i.e. from Friday, September 27, 2019 (9:00 am IST) to Sunday, September 29, 2019 (5:00 pm IST).

As prescribed in Sub Rule 3(v) of the Rule 20 of the Rules, the Company had also released an advertisement, which was published more than 10 days in advance from the date of beginning of the voting period in Business Standard newspaper dated September 15, 2019 in English language and in Mumbai Lakshadweep newspaper dated September 15, 2019 in Marathi language. The notice published in the newspapers carried the required information as specified in Sub Rule 3(v) (a) to (g) of Rule 20 of the Rules.

At the end of the voting period on September 29, 2019, the voting portal of the NSDL was blocked forthwith.

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Mobile No.: +91-9867711747

C-103, Krishna Nagari,  
S.V. Road, Borivali (W), Mumbai- 400092  
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After the poll ordered by the Chairman at the AGM, one poll box kept for polling was locked in my presence with due identification marks placed by me. The keys of the poll box were handed over to the Chairman of the AGM after locking them.

The votes cast through e-Voting facility & poll was duly unblocked by me as a Scrutinizer in the presence of Ms. Pooja Patwa and Ms. Priya Gupta, who are not in the employment of the Company who acted as the witnesses, as prescribed in Sub Rule 3(xi) of Rule 20 of the Rules.

The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of ballot.

Poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

As a Scrutinizer, the combined report of the total votes cast in favour of or against all the resolutions proposed in the Notice of AGM through the E-Voting and Poll carried out by the shareholders is as follows:-

**ORDINARY BUSINESS**

**1. Ordinary Resolution:**

Adoption of Balance Sheet as at March 31, 2019, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E- Voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no. 1

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority



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**2. Ordinary Resolution:**

Appointment of a Director in place of Mr. Hitendra Desai (Din no. 00452481), who retires from the office of director by rotation and, being eligible, offers himself for re-appointment.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E-Voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.2

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority

**3. Ordinary Resolution:**

Re-appointment of M/s. K M Swadia & Company, Chartered Accountants (Registration No. 110740W) Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the Fourteenth Annual General Meeting.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E-Voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.3

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority

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**4. Special Resolution:**

Appointment of Mr. Sandeep Gandhi (DIN No. : 00941665) as Managing Director.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E-voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.4

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority

**5. Special Resolution:**

Appointment of Mr. Hitendra Desai (Din no.: 00452481) as Whole-time Director.

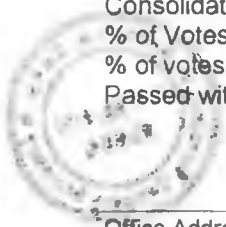
Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E-voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.5

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority



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**SHRUTI H. SHAH**

B.Com. LL.B. FCS

Practicing Company Secretary

**6. Ordinary Resolution:**

Appointment of Ms. Ratna Jhaveri (Din no.: 07732263) as an Independent Director.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E-Voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.6

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority

**7. Ordinary Resolution:**

Appointment of Mr. Abhinav Anand (Din no.: 07732241) as an Independent Director.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E-Voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.7

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority



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**8. Special Resolution:**

Borrowing Powers.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote voting	E- Voting by Poll	
Number of members voted (in person or by proxy)	4	17	0	0	21
Number of Votes cast by Members	74	101868	0	0	101942

Consolidated Result on E-voting item no.8

% of Votes in favour: 100

% of votes against : 0

Passed with requisite majority

You may accordingly declare the result of the AGM

I hereby confirm that I am maintaining the Register both electronically and manually, in respect of the votes cast through e-Voting & poll by the shareholders of Company. I shall be arranging to hand over these records to Company's Secretary in due course as prescribed in the said Rules.



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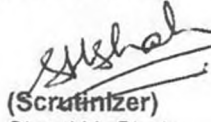
It is to be noted that-

- a. Shareholders, whose signature is not matched, improperly voted, abstained from voting resolutions or whose records are not found as members of the Company are considered as invalid ones.

Based on the voting reported in the above table all resolutions are passed with requisite majority, we request the Chairman/Company Secretary of the AGM to announce the results accordingly

Thanking you,

Yours Faithfully



(Scrutinizer)

Shruti H. Shah  
Practicing Company Secretary

C.P. No.:8197

Date: October, 01, 2019

Place: Mumbai

UDIN: F008852A000017696



Countersigned by  
For Harish Textile Engineers Limited



**Sandeep Gandhi**  
Managing Director  
Din No.: 00941665

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