

CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]*

To
The Chairperson,
Remsons Industries Limited
88-B, Government Industrial Estate,
Kandivli (West), Mumbai- 400067

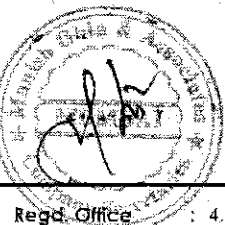
Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Electronic Voting Process and Voting by Poll at 45th Annual General Meeting (AGM) of the Members of Remsons Industries Limited (the Company) held on Monday, 25th September, 2017.

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
 - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility;

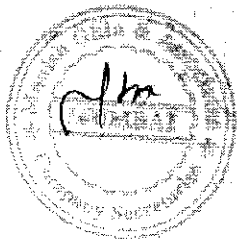
in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 3 as set out in the Notice of 45th Annual General Meeting (AGM) of the members of the Company dated 26th August, 2017.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice,



based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Company to provide e-voting facility, and poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 26th August, 2017 was dispatched to the shareholders on Friday, 1st September, 2017 through courier at their registered addresses and through e-mail on Saturday, 2nd September, 2017 to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories.
 - b. The said notice was dispatched on the basis of Register of Members made available by M/s. Sharex Dynamic (India) Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 25th August, 2017.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Tarun Bharat" on 3rd September, 2017.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, 22nd September, 2017 (9.00 a.m.) till Sunday, 24th September, 2017 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. 18th September, 2017.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under e-voting facility were unblocked in the presence of CS Khyati Shah and Ms. Priyadatta Banerjee who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



Summary of the e-voting and poll at the AGM is as follows:

ORDINARY BUSINESS:

Resolution No.1

Particulars								
Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2017 along with the Reports of the Directors' and of the Auditors thereon.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	42,85,008	42,85,008	100.00	42,85,008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	42,85,008	42,85,008	100.00	42,85,008	0	100.00	0.00
Public-Institutions	E-Voting	100	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	100	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	14,28,249	5,02,180	35.16	5,02,180	0	100.00	0.00
	Poll		60,680	4.25	60,680	0	100.00	0.00
	Total (C)	14,28,249	5,62,860	39.41	5,62,860	0	100.00	0.00
Total (A+B+C)		57,13,357	48,47,868	84.85	48,47,868	0	100.00	0.00

Result: May be considered as passed unanimously.



Resolution No. 2

Particulars								
Ordinary Resolution for appointment a Director in the place of Mr. Anil Kumar Agrawal (DIN 00513805), Director Finance who retires by rotation and being eligible, offers himself for re-appointment.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	42,85,008	42,85,008	100.00	42,85,008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	42,85,008	42,85,008	100.00	42,85,008	0	100.00	0.00
Public-Institutions	E-Voting	100	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	100	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	14,28,249	5,02,180	35.16	5,02,180	0	100.00	0.00
	Poll		60,680	4.25	60,680	0	100.00	0.00
	Total (C)	14,28,249	5,62,860	39.41	5,62,860	0	100.00	0.00
Total (A+B+C)		57,13,357	48,47,868	84.85	48,47,868	0	100.00	0.00
Result: May be considered as passed unanimously.								



Resolution No. 3

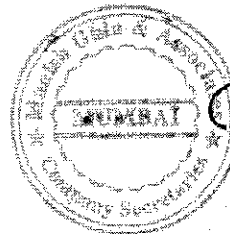
Particulars								
Ordinary Resolution for appointment of M/s. M L Bhuwania & Co. LLP, Chartered Accountants, Mumbai (FRN: 101484W/W-100197) as Statutory Auditors of the Company to hold office from the conclusion of 45 th Annual General Meeting upto the conclusion of the 50 th Annual General Meeting and to fix their remuneration.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	42,85,008	42,85,008	100.00	42,85,008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	42,85,008	42,85,008	100.00	42,85,008	0	100.00	0.00
Public-Institutions	E-Voting	100	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	100	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	14,28,249	5,02,180	35.16	5,02,180	0	100.00	0.00
	Poll		60,680	4.25	60,680	0	100.00	0.00
	Total (C)	14,28,249	5,62,860	39.41	5,62,860	0	100.00	0.00
Total (A+B+C)		57,13,357	48,47,868	84.85	48,47,868	0	100.00	0.00
Result: May be considered as passed unanimously.								



We further report that:

- a. We have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to E-Voting and Poll at the AGM, shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



A handwritten signature in black ink, appearing to read "Manish L. Ghia".

CS Manish L. Ghia
Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai

Date: 26th September, 2017

Countersigned and received the report:

A handwritten signature in black ink, appearing to be a cursive signature.

Chairperson / Authorised Signatory
Remsons Industries Limited



Place: MUMBAI

Date: 26th September, 2017