

CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To

Mr. K. Kejriwal,
Managing Director,
Remsons Industries Limited
88-B, Government Industrial Estate,
Kandivli (West), Mumbai- 400067

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and Voting by Poll at 44th Annual General Meeting (AGM) of the Members of Remsons Industries Limited (the Company) held on Friday, 30th September, 2016.

1. I, CS Manish L. Ghia, Partner, 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) Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015;
 - b) 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;
 - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

for passing of the Resolutions as mentioned under item numbers 01 to 12 as set out in the Notice of 44th Annual General Meeting (AGM) of the members of the Company dated 10th August, 2016.



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote 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 remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote 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 10th August, 2016 along with Statement setting out material facts under Section 102 of the Act was and dispatched to the shareholders through courier and sent through e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories by Monday, 5th September 2016.
 - 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 Friday 26th August, 2016.
 - c. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Tuesday, 27th September, 2016 (9.00 a.m.) till Thursday, 29th September, 2016 (5.00 p.m.).
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, 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 Wednesday, 7th September, 2016.
5. 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. Friday, 23rd September, 2016.
6. 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 remote e-voting facility were unblocked in the presence of CS Priyanka Goenka and Ms. Priyadatta Banerjee who are not in employment with the Company.



7. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.

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

Resolution No.1

Particulars		Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2016 and the Reports of the Directors' and of the Auditors thereon.						
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00
Total (A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.2

Ordinary Resolution for appointment a Director in the place of Mr. Krishna Kejriwal (DIN 00513788), Managing Director who retires by rotation and being eligible, offers himself for re-appointment.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00
Total (A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.3

Ordinary Resolution for re-appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No: 302082E), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00
Total (A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00

Result: May be considered passed unanimously.



Resolution No.4

Ordinary Resolution for re-appointment of M/s G. P. Agrawal & Co, Chartered Accountants (Firm Registration No: 302082E) as Branch Auditors for Gurgaon Unit of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.									
Particulars	Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	0	100.00	0.00	
Public-Institutions	E-Voting	100	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	1428249	1428249	503280	35.24	503280	0	100.00	0.00
	Poll			60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00	
Total (A+B+C)			5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.									



Resolution No.5

Ordinary Resolution for appointment of Mr. Sudhir Khanna (DIN: 01283599) as an Independent Director to hold office as such upto 30thMay, 2021.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00
Total (A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.6

Particulars		Ordinary Resolution for appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Director of the Company.						
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total(C)	1428249	563655	39.46	563655	0	100.00	0.00
Total(A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.7

Special Resolution for appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Whole-time Director of the Company for a period of 2 years w.e.f. 1st June, 2016.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total(C)	1428249	563655	39.46	563655	0	100.00	0.00
Total(A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.8

Special Resolution for re-appointment of Mr. Krishna Kejriwal (DIN: 00513788) as Managing Director of the Company for a period of 3 years w.e.f. 1stApril, 2016.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total(C)	1428249	563655	39.46	563655	0	100.00	0.00
Total(A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.9

Special Resolution for re-appointment of Mrs. Chand Kejriwal (DIN: 00513737) as Whole-time Director of the Company for a period of 3 years w.e.f. 1 st April, 2016.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total(C)	1428249	563655	39.46	563655	0	100.00	0.00
Total(A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.10

Particulars		Special Resolution for re- appointment of Mr. Anil Kumar Agrawal (DIN: 00513805) as Whole-time Director & CFO of the Company for a period of 2 years w.e.f. 11 th August, 2016.						
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	502491	789	99.84	0.16
	Poll		60375	4.23	0	0	0.00	0.00
	Total(C)	1428249	563655	39.46	502491	789	89.15	0.14
Total(A+B+C)		5713357	4848663	84.87	4787499	789	98.74	0.02

Result: May be considered passed with requisite majority.



Resolution No.11

Special Resolution under Section 14 of the Companies Act, 2013 for Alteration of Articles of Association of the Company.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00
Total (A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								



Resolution No.12

Ordinary Resolution under Section 20 of the Companies Act, 2013 for approval of fees payable by the members for service of documents by the Company.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	4285008	4285008	100.00	4285008	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	4285008	4285008	100.00	4285008	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	1428249	503280	35.24	503280	0	100.00	0.00
	Poll		60375	4.23	60375	0	100.00	0.00
	Total (C)	1428249	563655	39.46	563655	0	100.00	0.00
Total (A+B+C)		5713357	4848663	84.87	4848663	0	100.00	0.00
Result: May be considered passed unanimously.								

I further report that:

- I 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 Remote E-Voting and Poll at the AGM, shall remain in my 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 Company Secretary of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



Manish Ghia

CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 1st October, 2016

Countersigned by:

Chairman/ Authorized Person
Remsons Industries Limited

Place:

Date: