

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Scrutinizer's Report

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

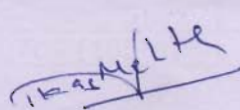
To,
The Chairman of 36th Annual General Meeting of the members of **Reliance Chemotex Industries Limited** to be held on Monday, 29th September, 2014 at Alka Hotel, Shastri Circle, Udaipur- 313 001 (Rajasthan).

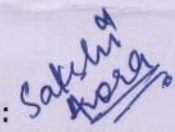
Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**Reliance Chemotex Industries Limited**", as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 36th Annual General Meeting [AGM] of the members of the Company, to be held on Monday, 29th September, 2014 at Alka Hotel, Shastri Circle, Udaipur- 313 001 (Rajasthan).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules related to voting through electronic means on the resolutions contained in the Notice to the 36th Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting on the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Monday 22nd September, 2014 at 10.00 a.m. and ended on Wednesday, 24th September, 2014 at 6.00 p.m.
- ii. The members of the Company as on the cut-off date i.e. Friday, 29th August, 2014 were entitled to vote on the resolutions (Ordinary Business being item nos. 1-5 and Special Business being item nos. 6-20 as set out in the notice to the 36th AGM of the Company).
- iii. The votes cast were unblocked on Thursday, 25th September, 2014 in presence of 2 witnesses, Mr. Vikas Mehta & Ms. Sakshi Arora, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 
Name: Mr. Vikas Mehta

Signature: 
Name: Ms. Sakshi Arora



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- iv. The total number of fully paid up equity shares outstanding as on 29th August, 2014 were **39,76,650**. The details containing inter alia, total folios voted were 11, aggregating to **18,17,709** shares (47.69%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under:

ORDINARY BUSINESS

Item No. 1:-

Ordinary Resolution to receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of Directors and Auditors thereon.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 2 :-

Ordinary Resolution to declare Final Dividend of Rs. 2.50/- (in addition to the interim dividend of Rs 7.50/-) on 10% Cumulative Preference Shares of Rs. 100/- each.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 3 :-

Ordinary Resolution to declare a final dividend Rs. 0.25/- and (in addition to the interim dividend of Rs. 0.75/-) on Equity Shares of Rs 10/- each.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709



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Item No. 4 :-

Ordinary Resolution to appoint a Director in place of Mr. R.N Sharma (Din:00368947), who retires by rotation, but being eligible, offers himself for re-appointment.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 5 :-

Ordinary Resolution to re-appoint M/s G.P. Kejriwal & Co. as auditors of the company, who shall hold office from the conclusion of this Annual General Meeting to the conclusion of the 39th Annual General Meeting.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

SPECIAL BUSINESS

Item No. 6 :-

Ordinary Resolution to appoint Mr. Ramadoss Srinivasan (DIN:00235831) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709



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Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709



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Item No. 7:-

Ordinary Resolution to appoint Mr. Kishori Lal Sonthalia (DIN: 0089958) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 8 :-

Ordinary Resolution to appoint Mr. Basant Kumar Agarwal (DIN: 00520558) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 9 :-

Ordinary Resolution to appoint Mr. Vipin Beharilal Mathur (DIN: 00247388) as an Independent Director

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 10 :-

Ordinary Resolution to appoint Mr. Narayan Shroff (DIN: 05207412) as an Independent Director

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709



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Item No. 11 :-

Ordinary Resolution to appoint Mr. Shanker Menon (DIN:01890229) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 12 :-

Special Resolution to re-appoint Mr. Sanjiv Shroff (DIN 00296008) Managing Director of the company for a period of three years.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
17,33,909 (100%)	0 (0.00%)	83,800	18,17,709

Item No. 13 :-

Special Resolution to re- appoint Mr. B.N Sharma (DIN: 00368947) as a Whole-time Director for a period of three years.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 14 :-

Special Resolution for approval of related party transaction with A.R. Commercial Private Limited as per Section 188 of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709



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Item No. 15 :-

Special Resolution for approval of related party transaction with Indo Textile and Fibre Limited for a monthly rental of Rs. 1,50,000/- as per Section 188 of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 16 :-

Special Resolution for approval of related party transaction with Indo Textile and Fibre Limited for a monthly rental of Rs. 2,25,000/- with 5% increase in every two year as per Section 188 of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 17 :-

Special Resolution for approval of related party transaction with A.S. Chemotex Private Limited as per Section 188 of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 18 :-

Special Resolution for approval of related party transaction with Spell Fashions Private Limited as per Section 188 of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709



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Item No. 19 :-

Special Resolution for rectification of resolution passed in EOGM dated 20th March, 2014 for preferential Issue of 1,90,000 equity shares.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Item No. 20 :-

Ordinary Resolution for appointment of M/s HMVN & associates as Cost Auditor of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
18,17,709 (100%)	0 (0.00%)	--	18,17,709

Note: The percentage of votes cast in favour or against has been calculated on the basis of total valid votes.

I am pleased to submit my report dated 26.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,
Yours faithfully



CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971



Place: Jaipur
Date: 26.09.2014