



DEVESH PANDEY & ASSOCIATES
Company Secretaries

M-160, First Floor
Laxminagar
New Delhi 110 092 (INDIA)
Tel +91 9811237186
csdeveshpandey@gmail.com

To
The Chairman
8th Annual General Meeting of
Equity Shareholders of Bhilwara Technical Textiles Limited
held on Tuesday, 29th day of September 2015 at 11:30 A.M.
at LNJ Nagar, Mordi, Banswara-327001 Rajasthan


Re: Bhilwara Technical Textiles Limited

Sub: Scrutinizer Report on the Voting at the 8th Annual General Meeting of Equity Shareholders of Bhilwara Technical Textiles Limited held on Tuesday, 29th day of September 2015 at 11:30 A.M. at LNJ Nagar, Mordi, Banswara-327001 Rajasthan ("AGM")

Dear Sir,

In relation to the 8th AGM of the Company, please find enclosed our consolidated report on voting through Remote e-Voting and the Ballot Papers conducted at the Annual General Meeting of the shareholders of the Company as "Annexure I"

Kindly acknowledge the receipt.

Thanking you
Yours faithfully

Devesh Pandey
(M. No. 27793)
(C. P. No. 10021)

Date: 30th September 2015
Place: Banswara, Rajasthan



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ANNEXURE I

**CONSOLIDATED REPORT OF SCRUTINIZER ON VOTING THROUGH
REMOTE EVOTING AND BALLOT PAPER**

To
The Chairman
8th Annual General Meeting of
Equity Shareholders of Bhilwara Technical Textiles Limited
held on Tuesday, 29th day of September 2015 at 11:30 A.M.
at LNJ Nagar, Mordi, Banswara-327001 Rajasthan

1. BACKGROUND

I, Devesh Pandey, Company Secretary in practice (Membership No. 27793) and proprietor at Devesh Pandey & Associates, Company Secretaries, was appointed as scrutinizer for the purpose of scrutinizing the Remote e-Voting as well as voting to be conducted through ballot papers at the Annual General Meeting of the equity shareholders of the Bhilwara Technical Textiles Limited held on Tuesday, 29th day of September 2015 at 11:30 A.M. at LNJ Nagar, Mordi, Banswara-327001 Rajasthan ("AGM") in a fair and transparent manner and ascertaining the requisite majority on the resolutions as set out in the notice of AGM dated 12th August 2015. I hereby submit my report as under:

2. DISPATCH OF NOTICE AND CONVENING OF THE MEETING

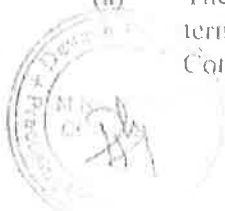
The Company has informed me that the Company has completed the dispatch of the said AGM notice by 1st September 2015 to all those members whose names were appearing as on 21st August, 2015.

3. CUT OFF DATE

The voting rights were reckoned on September 22, 2015 being the "Cut Off Date" for the purpose of determining entitlements of the members to vote on the resolutions set forth in the AGM Notice through Remote e-Voting and Ballot Paper at the AGM.

4. REMOTE E-VOTING

- (a) The Company has provided Remote e-Voting facility to the members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended





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vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19th March 2015 and Clause 35 B of the Listing Agreement to enable them to cast their votes on all resolutions set forth in the notice of 8th AGM.

- (b) The Remote e-Voting was open for three days from Saturday 26th September, 2015 (9:00 am) to Monday 28th September, 2015 (5:00 pm).
- (c) The Company has engaged National Securities Depository Limited ("NSDL") for providing the Remote e-Voting facility to the members.

5. VOTING AT THE AGM

- (a) At the venue of the AGM the facility to vote through Ballot Papers had been provided to the members who were present in the AGM but who have not casted their vote by Remote e-Voting.
- (b) I have locked and sealed two empty ballot boxes in the presence of the members and proxies after showing the empty ballot boxes to the members. Thereafter, members have casted their votes and dropped the Ballot Papers in the ballot boxes.

6. COUNTING PROCESS

- (a) After the voting at AGM was concluded, 2 (two) ballot boxes kept for casting votes through Ballot Papers were locked in my presence with due identification marks placed by me.
- (b) The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses namely Mr. Vivek Shah and Mr. Sajan Nair (who have signed below in confirmation of the votes being opened in their presence) and Ballot Papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/s Beetal Financial & Computer Services (P) Limited, the Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.


Mr. Vivek Shah


Mr. Sajan Nair

- (c) No ballot paper was found to be substantially/ materially incomplete.
- (d) After counting the votes casted by members and proxy holders present at the AGM through Ballot Papers, the votes casted through Remote e-







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Voting were unlocked on 29th September 2015 at around 1 P.M. in the presence of two witnesses as named above.

- (e) I, then duly compiled the results of Remote e-Voting carried out by the members and the voting done through Ballot Papers at the venue of the AGM the details of which is given below and on the basis of which this Report has been issued on the date and place mentioned at the end of this Report.

7 CONSOLIDATED RESULT

The consolidated report on the results of voting through Ballot Papers and Remote e-Voting is as follows:

- a) **Resolution 1: Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2015 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon**

Total no. of members voted (including e-voting and ballot paper)	Total No. of members whose votes are valid (including e-voting and ballot paper)	Total No. of Valid Votes casted (including e-voting and ballot paper)	Total No. of members whose votes are invalid (including e-voting and ballot paper)	Total No. of invalid votes
62	62	47482435	0	0

- (i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them in favour
Ballot Paper	45	31496049	100
Remote e-Voting	17	15986386	100
Total	62	47482435	100

* Includes only valid votes





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(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes casted by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.

b) **Resolution 2: Ordinary Resolution to appoint a Director in place of Shri Riju Jhunjhunwala (DIN: 00061060) who retires by rotation and being eligible, offers himself for re-appointment.**

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	Total No. of Valid Votes casted (including evoting and ballot paper)	Total No. of members whose votes are invalid (including evoting and ballot paper)	Total No. of invalid votes
61	61	47482275	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	45	31496049	100
Remote e-Voting	16	15986226	100



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Total	61	47482275	100
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* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.

c) Resolution 3: Ordinary Resolution for appointment of M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Statutory Auditor and to fix their remuneration.

Total no. of members voted (including e-voting and ballot paper)	Total No. of members whose votes are valid (including e-voting and ballot paper)	Total No. of Valid Votes casted (including e-voting and ballot paper)	Total No. of members whose votes are invalid (including e-voting and ballot paper)	Total No. of invalid votes
62	62	47482435	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	45	31496049	100





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Remote e-Voting	17	15986386	100
Total	62	47482435	100

* Includes only valid vote

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: *The resolution was passed with requisite majority as an Ordinary Resolution.*

- d) **Resolution 4: Ordinary Resolution for re-appointment of Shri Shekhar Agarwal (DIN:00066113) as Chairman & Managing Director of the Company with effect from 1st April, 2015 for a period upto 31st March, 2018 liable to retire by rotation.**

Total no. of members voted (including e-voting and ballot paper)	Total No. of members whose votes are valid (including e-voting and ballot paper)	Total No. of Valid Votes casted (including e-voting and ballot paper)	Total No. of members whose votes are invalid (including e-voting and ballot paper)	Total No. of invalid votes
54	54	25232101	0	0





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(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	38	9245875	100
Remote e-Voting	16	15986226	100
Total	54	25232101	100

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: *The resolution was passed with requisite majority as an Ordinary Resolution.*

e) **Resolution 5: Ordinary Resolution for appointment of Smt. Sunita Mathur (DIN: 00008923) as Independent Director for first term of 5(five) consecutive years upto 26th March, 2020**

Total no. of members voted (including evoting and ballot paper)	Total No. of members whose votes are valid (including evoting and ballot paper)	Total No. of Valid Votes casted (including evoting and ballot paper)	Total No. of members whose votes are invalid (including evoting and ballot paper)	Total No. of invalid votes





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61	61	47482275	0	0
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(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	45	31496049	100
Remote e-Voting	16	15986226	100
Total	61	47482275	100

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose votes were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: The resolution was passed with requisite majority as an Ordinary Resolution.

f) **Resolution 6: Special Resolution under Section 14 for alteration in the Article of Association of the Company.**

Total no. of members voted (including e-voting and ballot paper)	Total No. of members whose votes are valid (including e-voting and ballot paper)	Total No. of Valid Votes casted (including e-voting and ballot)	Total No. of members whose votes are invalid (including e-voting and ballot paper)	Total No. of invalid votes





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62	62	paper) 47482435	0	0
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(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	45	31496049	100
Remote e-Voting	17	15986386	100
Total	62	47482435	100

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: *The resolution was passed with requisite majority as a Special Resolution.*

- g) **Resolution 7: Special Resolution under Section 180(1)(c) and (2) to borrow an amount not exceeding the limit of ` 50 crore over and above the paid up capital of the Company and its free reserves.**

Total no. of members voted (including evoting and	Total No. of members whose votes are valid (including evoting and	Total No. of Valid Votes casted (including	Total No. of members whose votes are invalid (including	Total No. of invalid votes
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9/5



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ballot paper)	ballot paper)	evoting and ballot paper)	evoting and ballot paper)	
62	62	47482435	0	0

(i) Voted in favour of the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them in favour
Ballot Paper	45	31496049	100
Remote e-Voting	17	15986386	100
Total	62	47482435	100

* Includes only valid votes

(ii) Voted against the resolution*

Type of voting	Number of members voted	No. of votes cast by them	% of votes cast by them against
Ballot Paper	0	0	0
Remote e-Voting	0	0	0
Total	0	0	0

* Includes only valid votes

(iii) Invalid votes

Type of voting	Number of members whose voted were declared invalid	No. of votes cast by them
Ballot Paper	0	0
Remote e-Voting	0	0
Total	0	0

Result: *The resolution was passed with requisite majority as a Special Resolution.*

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The Register, all the papers and relevant records relating to the Remote e-Voting as well as the Ballot voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the aforesaid AGM. After signing of the






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minutes, the same shall be handed over to the Company Secretary of the Company for safe custody.

Thanking you
Yours faithfully


Devesh Pandey
(M. No. 27793)
(C. P. No. 10021)

Date: 30th September 2015
Place: Banswara, Rajasthan

Countersigned by



Mrs. Sunita Mathur
Chairman of the 8th AGM
Date: 30th September 2015
Place: Banswara, Rajasthan