



Dated: August 19, 2017

To,
The Chairman of 28th Annual General Meeting of,
Texel Industries Ltd.
Block No. 2106, Santej-Khatraj Road,
Nr. Shah Alloys Ltd., Village-Santej-382721
Tal-Kalol, Dist.- Gandhinagar, Gujarat.

Respected Sir,

Sub: Consolidated Scrutinizers Report on e-voting conducted pursuant to the provision of section 108 of the Companies Act, 2013("the Act") read with the rule 20 of Companies (Management and Administration) Rules, 2014 and the Physical poll form received from the shareholder who do not have access to e-voting.

I, D. A. Rupawala, Proprietor M/s D.A. Rupawala & Associates, Chartered Accountant, has been appointed as scrutinizer by the board of director vide resolution dated 27th May, 2017 pursuant to the provision of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the remote e-voting process and also for physical polling at 28th Annual General Meeting (AGM) of the company to be held on August 19, 2017.

The Notice dated 27th May, 2017 of AGM of the company along with the statement setting out material facts u/s 102 of the Act were sent to the Shareholders in respect of the below mention resolutions to be passed at the said AGM of the company to be held on August 19, 2017.

The Company has availed remote e-voting facility offered by Central Depositories Securities Limited (CDSL) for conducting e-voting by the shareholders of the company. The Company has also provided voting by physical poll papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the cut-off date of August 12, 2017, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the Notice of the AGM.

The voting period for e-voting commenced on Wednesday, August 16, 2017 at 10.00 a.m. and ended on Friday, August 18, 2017 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.

On August 19, 2017, after counting votes casted at the Meeting, the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.





The Company has also provided voting facility by physical poll process (ballot paper) to the shareholders present at the 28th Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.

After the time fixed for the voting by the Chairman, one poll box kept for polling was locked in my presence with due identification marks placed by me. Upon conclusion of the voting, the locked poll box was subsequently opened by me.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered there in based on the data downloaded from the CDSL e-voting system and the poll form received respectively.

I now submit my report as under on the result of voting through means and physical mode on the said Resolutions.

1. Resolution No. 1:-

To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended on 31st March, 2017, including audited balance sheet, statement of profit and loss account and Cash Flow Statement together with the notes for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	100
Total	40	2824427	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0





(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0

2. Resolution No. 2:-

To appoint a Director in place of Mr. Naresh R. Mehta (DIN: 02888018), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	100
Total	40	2824427	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0





3). Resolution No. 3:-

Appointment of Statutory Auditors. (Ordinary Resolution).

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	0
Total	40	2824427	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes

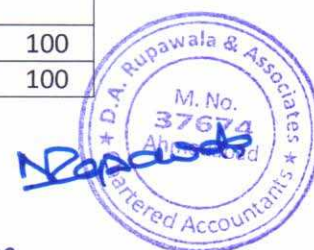
Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0

4. Resolution No. 4:-

To appoint Mr. Shailesh R. Mehta, as the Managing Director of the Company.

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	-
Voting by poll	40	2824427	100
Total	40	2824427	100





(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0

5. Resolution No.5:-

To Authorize to keep Register of Members and copies of Annual Returns at a place other than the Registered Office of the Company

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	100
Total	40	2824427	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0





(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0

6. Resolution No.6:-

To increase in power of Board of Directors to borrow money for the Company.

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	100
Total	40	2824427	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0





7. Resolution No.7:-

To increase in Power of Board of Directors to create mortgage/charge and/or hypothecation on the assets of the Company.

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	0
Total	40	2824427	0

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0

7. Resolution No.7:-

To consider and approve early redemption of preference shares.

(i) Voted in the favour of resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	40	2824427	100
Total	40	2824427	100





D.A. Rupawala & Associates

CHARTERED ACCOUNTANT

(ii) Voted against the resolution:

Mode of voting	Number of members voted.	Number of votes cast by members	% of total number of valid votes cast.
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(iii) Invalid votes

Mode of voting	Number of members voted.	Number of votes cast by members
Remote E-voting	0	0
Voting by poll	0	0
Total	0	0

Based on the above result of voting, all the resolutions were carried on with the requisite majority.

The register, all other papers and relevant data/ records relating to electronic voting and physical poll shall remain in our safe custody and will be handed over to Company Secretary for preserving safely after the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,

For, D. A. Rupawala & Associates
Mem. No. 37674
Firm Reg. No. 108902W

D. A. Rupawala
(Proprietor & Scrutinizer)

Aksha

Witness 1

Memon Aksha

Place: Ahmedabad
Dated: 19/08/2017

Nemil A. Fernandes

Umij. A F

Witness 2

Countersign by
For, Texel Industries Ltd

Reshma
RESHMA SUSAN THOMAS
Company Secretary