



CS Dipali Vora
(B.COM , ACS)

D N VORA & ASSOCIATES

Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To

The Chairman

Harish Textile Engineers Limited

2ndFloor, 19 Parsi Panchayat Road,

Andheri (East), Mumbai-400069

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through e-voting process and voting by poll papers at 12th Annual General Meeting (AGM) of the Members of Harish Textile Engineers Limited ('the Company') held on Friday, 30th September, 2022.

1. We, M/s. D N Vora & Associates, Company Secretaries, Mumbai were 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 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time;
 - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of 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 members, who have not casted their votes through e-voting platform.

In a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 05 as set out in the notice of 12thAnnual General Meeting (AGM) of the members of the Company dated 05thSeptember, 2022.

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 as set out in the notice of AGM of the members of the Company. My 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 as stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide e-voting facility and poll conducted at the AGM in a fair and transparent manner.

2. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 05th September, 2022 along with Explanatory Statement setting out material facts under Section 102 of the Act was dispatched to all the shareholders by electronic means at their addresses registered with the Registrar and Share Transfer Agent / Company / Depositories on Wednesday, 07th September, 2022.
 - a. The said notice was dispatched on the basis of Register of Members made available by Bigshare Services Pvt. Ltd., 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).
3. 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 "Business Standard" and Marathi Newspaper "Pratahkal" on Thursday, 8th September, 2022.
4. In terms of the aforesaid Notice, voting period through electronic means was kept open for 3 (Three) days from Tuesday, 27th September, 2022 (9.00 A.M. IST) till Thursday, 29th September, 2022 (5.00 P.M. IST).
5. The voting rights of members was considered in proportion to the shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 23rd September, 2022.
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 e-voting facility were unblocked in the presence of CS Dipali Vora, Proprietor of the Scrutinizer who are not in employment with the Company.

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

Item No. 1-Ordinary Resolution:

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Directors' and Auditors' thereon.

(i) Voted in favor of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	86	53080	100
Poll	19	2175891	100
Total	105	2228971	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	2	5	100
Poll	0	0	0
Total	2	5	100

(iii) Invalid/ Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting	0	0
Poll	1	100
Total	1	100

Item No. 2-Ordinary Resolution:

To appoint a director in place of Mr. Hitendra Desai (DIN: 00452481), who retires from the office of director by rotation at this meeting, and being eligible offers himself for re-appointment as a Director of the Company.

(i) Voted in favor of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	86	53080	100
Poll	19	2175891	100
Total	105	2228971	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	2	5	100
Poll	0	0	0
Total	2	5	100

(iii) Invalid/ Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting	0	0
Poll	1	100
Total	1	100

Item No. 3 - Special Resolution:

To approve increase in remuneration of Mr. Sandeep Gandhi, Managing Director of the company.

(i) Voted in favor of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	85	83023	100
Poll	19	2175891	100
Total	105	2228971	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	3	62	100
Poll	0	0	0
Total	3	62	100

(iii) Invalid/ Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting	0	0
Poll	1	100
Total	1	100

Item No. 4-Special Resolution:**To ratify the payment of remuneration to the Whole-Time Director of the Company.**

(i) Voted in favor of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	86	53080	100
Poll	19	2175891	100
Total	105	2228971	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	2	5	100
Poll	0	0	0
Total	2	5	100

(iii) Invalid/ Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting	0	0
Poll	1	100
Total	1	100

Item No. 5-Ordinary Resolution:**Approval for Material Related Party Transaction.**

(i) Voted in favor of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	86	53080	100
Poll	19	2175891	100
Total	105	2228971	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting	2	5	100
Poll	0	0	0
Total	2	5	100

(iii) Invalid/ Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting	0	0
Poll	1	100
Total	1	100

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 Registers and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Registers, 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 AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For **D N VORA & Associates**
Company Secretaries

DIPALI
NATVAR
VORA

Digitally signed by
DIPALI NATVAR VORA
Date: 2022.10.03
10:48:43 +05'30'

CS Dipali N. Vora
Proprietor

M. No. ACS 46989; C. P. No. 21254
UDIN: A046989D001115650

Place: Mumbai

Countersigned by:

For Harish Textile Engineers Limited

SANDEEP
KIRTIKUMAR
R GANDHI

Digitally signed by
SANDEEP
KIRTIKUMAR
GANDHI
Date: 2022.10.03
11:49:11 +05'30'

Sandeep Gandhi
Managing Director
DIN No.: 00941665

Place: Mumbai

Resolution No. 1 - Ordinary Resolution

Particulars		Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2022 together with the Reports of the Directors' and 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	21,98,144	0	0	0	0	0	0.00
	Poll		2173606	98.88	2173606	0	100.00	0.00
	Total (A)	2198144	2173606	98.88	2173606	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1137856	53085	4.67	53080	5	99.99	0.01
	Poll		2285	0.20	2285	0	100.00	0
	Total (C)	1137856	55370	4.87	55365	5	99.99	0.01
Total (A+B+C)		3336000	2228976	66.82	2228971	5	100.00	0.00
Result: Passed.								

Resolution No. 2 - Ordinary Resolution

Particulars		To appoint a director in place of Mr. Hitendra Desai (DIN: 00452481), who retires from the office of director by rotation at this meeting, and being eligible offers himself for re-appointment as a Director of the Company.						
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	21,98,144	0	0	0	0	0	0.00
	Poll		2173606	98.88	2173606	0	100.00	0.00
	Total (A)	2198144	2173606	98.88	2173606	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1137856	53085	4.67	53080	5	99.99	0.01
	Poll		2285	0.20	2285	0	100.00	0
	Total (C)	1137856	55370	4.87	55365	5	99.99	0.01
Total (A+B+C)		3336000	2228976	66.82	2228971	5	100.00	0.00
Result: Passed.								

Resolution No. 3 - Special Resolution

Particulars		To approve increase in remuneration of Mr. Sandeep Gandhi, Managing Director of the company						
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	21,98,144	0	0	0	0	0	0.00
	Poll		2173606	98.88	2173606	0	100.00	0.00
	Total (A)	2198144	2173606	98.88	2173606	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1137856	53085	4.67	53023	62	99.88	0.12
	Poll		2285	0.20	2285	0	100.00	0
	Total (C)	1137856	55370	4.87	55308	62	99.88	0.12
Total (A+B+C)		3336000	2228976	66.82	2228914	62	99.99	0.01
Result: Passed.								

Resolution No. 4 - Special Resolution

Particulars		To ratify the payment of remuneration to the Whole-Time Director of the Company						
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	21,98,144	0	0	0	0	0	0.00
	Poll		2173606	98.88	2173606	0	100.00	0.00
	Total (A)	2198144	2173606	98.88	2173606	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1137856	53085	4.67	53080	5	99.99	0.01
	Poll		2285	0.20	2285	0	100.00	0
	Total (C)	1137856	55370	4.87	55365	5	99.99	0.01
Total (A+B+C)		3336000	2228976	66.82	2228971	5	100.00	0.00
Result: Passed.								

Resolution No. 5 - Ordinary Resolution

Particulars		Approval for Material Related Party Transaction						
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	21,98,144	0	0	0	0	0	0.00
	Poll		2173606	98.88	2173606	0	100.00	0.00
	Total (A)	2198144	2173606	98.88	2173606	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1137856	53085	4.67	53080	5	99.99	0.01
	Poll		2285	0.20	2285	0	100.00	0
	Total (C)	1137856	55370	4.87	55365	5	99.99	0.01
Total (A+B+C)		3336000	2228976	66.82	2228971	5	100.00	0.00
Result: Passed.								