



CS Dipali Vora  
(B.COM, ACS)

**D N VORA & ASSOCIATES**

Company Secretaries  
(Peer Reviewed Firm)

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**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**  
2<sup>nd</sup> Floor, 19 Parsi Panchayat Road,  
Andheri (East), Mumbai-400069

Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of resolutions through postal ballot only by way of remote E-voting of Harish Textile Engineers Limited.**

I, CS Dipali Natvar Vora, Practicing Company Secretary, (Membership No. A46989) and Proprietor of M/s. D N Vora & Associates., Company Secretaries, Mumbai have been appointed by the Board of Directors of Harish Textile Engineers Limited as the Scrutinizer for the purpose of conducting the postal ballot (Remote e-voting) process in a fair and transparent manner in respect of the Ordinary & Special Resolution mentioned in the Notice of Postal Ballot dated 27<sup>th</sup> July, 2023.

I submit my report as under:


1. As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17 /2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had sent the Postal Ballot Notice dated 27<sup>th</sup> July, 2023 by email on Saturday, 29<sup>th</sup> July, 2023 to the members/Equity Shareholders holding shares as on 28<sup>th</sup> July, 2023 being the cut-off date.
2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 28<sup>th</sup> July, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot, through remote e- voting only.

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**Address:** 12, Patel Bhuvan, Daulat Nagar, Road No. 10, Borivali (East), Mumbai- 400066  
**Email ID:** [dnvoraandassociates@yahoo.com](mailto:dnvoraandassociates@yahoo.com) | **Mob:** 9022688680



4. The Company has published an advertisement on 30<sup>th</sup> July, 2023 in "Financial Express" an English Newspaper and Pratahkal, a Marathi News Paper regarding completion of dispatch of Notice of Postal Ballot and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed Bigshare Services Pvt. Ltd for facilitating e-voting services to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from Monday, July 31, 2023 at 9:00 A.M. (IST) and ended on Tuesday, August 29, 2023 at 5:00 P.M. (IST). The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically were unblocked 5.04 PM on 29<sup>th</sup> August, 2023, in the presence of Two Witnesses, namely Mr. Keyur Shah and Ms. Unnati Zala. They have signed below in confirmation of the votes being unblocked in their presence.

  
Keyur Shah

  
Unnati Zala

7. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the Bigshare Services Private Limited- iVote portal and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The summary of remote e-Voting received for the following resolutions are as under:

**ITEM NO. 1 - SPECIAL RESOLUTION:**

To transfer the Textile Engineering Business undertaking of the company to Nfinia Industries Private Limited (a company owned and controlled by the promoters) of the company), as going concern, on slump sale basis, through business transfer agreement to be executed between the company and Nfinia Industries Private Limited.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favor of the resolution	76	4,34,463	13.02%
Voted against the resolution	02	11,765	0.35%
Invalid votes*	07	16,04,898	48.11%
Total	85	20,51,126	61.48%

\* The Votes of 07 shareholder holding a total of 16,04,898 shares have not been considered since they are related party to the resolution and the same has been taken in invalid votes option.



**ITEM NO. 2 - ORDINARY RESOLUTION:**

To approve related party transaction in order to transfer the Textile Engineering Business undertaking to Nfinia Industries Private Limited (a company owned and controlled by the promoter(s) of the company)

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favor of the resolution	75	4,34,453	13.02%
Voted against the resolution	02	11,765	0.35%
Invalid votes*	07	16,04,898	48.11%
Total	84	20,51,116	61.48%

\* The Votes of 07 shareholder holding a total of 16,04,898 shares have not been considered since they are related party to the resolution and the same has been taken in invalid votes option.

**ITEM NO. 3 - ORDINARY RESOLUTION:**

**Approval for Material Related Party Transactions for raising funds from Related Parties and Directors.**

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favor of the resolution	76	4,34,463	13.02%
Voted against the resolution	02	11,765	0.35%
Invalid votes*	07	16,04,898	48.11%
Total	85	20,51,126	61.48%

\* The Votes of 07 shareholder holding a total of 16,04,898 shares have not been considered since they are related party to the resolution and the same has been taken in invalid votes option.

Based on scrutiny of the valid votes cast via remote e-voting in relation to the Special Resolutions and Ordinary Resolution as set out in the Notice, I report that the number of votes cast in favor of the special resolutions are more than three times the number of votes cast against the special resolutions, therefore the special resolutions as set out in the Notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

Based on the above-mentioned results of remote e-voting, I report that all the Three (3) resolutions proposed in the Postal Ballot have been passed by the Shareholders with requisite majority.



For D N Vora & Associates  
Practicing Company Secretaries



Dipali Natvar Vora  
Proprietor  
Membership No: A46989  
COP: 21254  
Peer Review No: 4158/2023  
UDIN: A046989E000895419

Date: 30-08-2023

Place: Mumbai

Countersigned by:  
For Harish Textile Engineers Limited

SANDEEP  
KIRTIKUMAR  
R GANDHI

Digitally signed by SANDEEP  
KIRTIKUMAR GANDHI  
DN: cn=K on Personal  
serialNumber=1104949623d1112aa5  
512c246c9d79869512682252ab31  
f6b17a3b, postalCode=400099,  
ou=MAHARASHTRA,  
serialNumber=60e96806731a08b76c  
5791133f12aef190180fbaec0066c3  
e0726ec, cn=SANDEEP KIRTIKUMAR  
GANDHI  
Date: 2023.08.30 16:06:56 +05'30'

Sandeep Gandhi  
Managing Director  
DIN No.: 00941665

Place: Mumbai

Date: 30-08-2023