

SCRUTINEERS' REPORT

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

September 30, 2020

The Chairman of 10<sup>th</sup> Annual General Meeting of

Harish Textile Engineers Limited  
2<sup>nd</sup> Floor, 19 Parsi Panchayat Road,  
Andheri (East),  
Mumbai-400069.

Dear Sir,

Report of the Scrutinizer on the combined result of Remote E-voting and E-Voting at the Annual General Meeting (E-voting at AGM) on the Resolutions proposed at the 10<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 30, 2020 at 11.30 a.m. through Video Conferce ("VC")/Other Audio Visual Means ("OAVM").

I, Shruti H. Shah, Practising Company Secretary was appointed as the Scrutinizer under Sub Rule 3(ix) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) by Harish Textile Engineers Limited (the Company) at the 10<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 30, 2020 pursuant to Section 108 of the Companies Act, 2013 (the Act) and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of Remote e-voting and E-voting at AGM on the Resolutions contained in the Notice of the AGM dated September 07, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-voting and E-voting at AGM is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company. NSDL had accordingly set up e-Voting facility on their website, <https://www.evoting.nsdl.com>.

The Company had uploaded all the items of the business to be transacted on the website of the Company and also with NSDL to facilitate their shareholders to cast their vote through e-Voting.

The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 23, 2020. As prescribed in the Rules, the e-Voting facility was kept open from Sunday, September 27, 2020 (09.00 a.m. IST) to Tuesday, September 29, 2020 (05.00 p.m. IST).

C-103, Krishna Nagari,  
Opp. Sony-mony stores,  
S.V. Road, Borivali (West),  
Mumbai - 400092.



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Email: [csshtrutishah@gmail.com](mailto:csshtrutishah@gmail.com)

As prescribed in Sub Rule 3(v) of the Rule 20 of the Rules, the Company had also released an advertisement, which was published in Business Standard newspaper dated September 12, 2020 in English language and in Mumbai Lakshadweep newspaper dated September 12, 2020 in Marathi language. The notice published in the newspapers carried the required information as specified in Sub Rule 3(v) (a) to (g) of Rule 20 of the Rules.

At the end of the voting period on September 29, 2020, the voting portal of the NSDL was blocked forthwith.

The facility for e-voting at the AGM was provided at the 10<sup>th</sup> AGM on Wednesday, the 30<sup>th</sup> September, 2020 for those Members who attended the AGM through Video Conference facility but had not voted through remote e-voting facility. Thereafter, the electronic votes cast through remote e-voting were unblocked at 12:30 p.m. in presence of 2 witnesses Ms. Priya Gupta and Ms. Reema Shah who are not in the employment of the Company.

Then, the details containing, inter alia, list of equity shareholders who voted through Remote E-voting and by E-voting at the AGM, "for" and "against" each of the resolutions that were put to vote, were generated from the E-voting website of NSDL.

The register to record the assent or dissent received has been maintained electronically. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.

As a Scrutinizer, the combined report of the total votes cast in favour of or against all the resolutions proposed in the Notice of AGM through the Remote E-Voting and E-voting at AGM is as follows:-

**Resolution No. 1:**

Details of Agenda: Adoption of audited financial statement of the Company for the financial year ended March 31, 2020, and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	23	751	10	2219405	33	2220156	99.50
<b>Dissent</b>	2	11180	-	-	2	11180	0.50
<b>Total</b>	25	11931	10	2219405	35	2231336	100.00

**Result: Resolution passed with majority.**



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**SHRUTI H. SHAH**  
B.Com, LL.B, FCS  
Practicing Company Secretary

**Resolution No. 2:**

Details of Agenda: Appointment of Director in place of Mr. Sandeep Gandhi (Din: 00941665), who retires from the office of Managing director by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	23	751	9	46061	32	46812	80.72
Dissent	2	11180	-	-	2	11180	19.28
Total	25	11931	10	46061	35	57992	100.00

Note : 2173344 Equity Shares held by Mr. Sandeep Gandhi are not considered as he is interested in the Resolution.

**Result: Resolution passed with majority.**

**Resolution No. 3:**

Details of the Agenda: Alteration of Articles of Association of the Company. (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	23	751	10	2219405	33	2220156	99.50
Dissent	2	11180	-	-	2	11180	0.50
Total	25	11931	10	2219405	35	2231336	100.00

**Result: Resolution passed with majority.**



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**Resolution No. 4:**

Details of the Agenda: Issuance of Equity Shares on a Preferential Basis to Non-promoters, and other outsider investors through cash. (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	23	751	10	2219405	33	2220156	99.50
<b>Dissent</b>	2	11180	-	-	2	11180	0.50
<b>Total</b>	25	11931	10	2219405	35	2231336	100.00

**Result: Resolution passed with requisite majority.**

**Resolution No.5:**

Details of the Agenda: Appointment of Mrs. Meena Mistry (Din no.: 07142544) as an Independent Director. (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	23	751	10	2219405	33	2220156	99.50
<b>Dissent</b>	2	11180	-	-	2	11180	0.50
<b>Total</b>	25	11931	10	2219405	35	2231336	100.00

**Result: Resolution passed with requisite majority.**



**Resolution No. 6:**

Details of the Agenda: Appointment of Mr. Ritesh Patel (Din no.: 00700189) as an Independent Director. (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	23	751	10	2219405	33	2220156	99.50
<b>Dissent</b>	2	11180	-	-	2	11180	0.50
<b>Total</b>	25	11931	10	2219405	35	2231336	100.00

**Result: Resolution passed with requisite majority.**

**Resolution No. 7:**

Details of the Agenda: Appointment of Mr. Nainesh Trivedi (Din no.: 08816850), as an Independent Director. (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	23	751	10	2219405	33	2220156	99.50
<b>Dissent</b>	2	11180	-	-	2	11180	0.50
<b>Total</b>	25	11931	10	2219405	35	2231336	100.00

**Result: Resolution passed with requisite majority.**



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 **SHRUTI H. SHAH**  
B.Com, LL.B, FCS  
Practicing Company Secretary

You may accordingly declare the result of the evoting.

I hereby confirm that I am maintaining register electronically in respect of votes cast through e-voting by the shareholders of the Company. I shall be arranging to handover the records to Company Secretary in due course of time as prescribed in the said rule.

Thanking you,

SHRUTI  
HARESH  
SHAH

Digitally signed by SHRUTI HARESH SHAH  
DN: cn=SHRUTI HARESH SHAH, o=SHRUTI HARESH SHAH, ou=SHRUTI HARESH SHAH, email=SHRUTI.HARESH.SHAH@SHRUTI.HARESH.SHAH, c=IN

(Scrutinizer)

Shruti H. Shah

Practicing Company Secretary

C.P. No.:8197

UDIN no.: F008852B000813788

**Place: Mumbai**

**Counersigned by:**

**For Harish Textile Engineers Ltd**

SANDEEP  
KIRTIKUMAR  
GANDHI

Digitally signed by  
SANDEEP  
KIRTIKUMAR GANDHI  
Date: 2020.10.02  
10:09:17 +05'30'

**Sandeep Gandhi**  
**Managing Director**  
**DIN NO.:00941665**

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