MANOJ MAHESHWARI
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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
Chairman of
36th Annual General Meeting of the Equity Shareholders of Shree Rajasthan Syntex Limited held on Monday, 26th September, 2016 at 2.30 P.M. at its Registered Office situated at "SRSL HOUSE", Pulla Bhuwana Road, National Highway No. 8, Udaipur-313004 (Rajasthan).

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Polling for 36th Annual General Meeting of Equity Shareholders held on 26th September, 2016.

Pursuant to the resolution passed by the Board of Directors of **Shree Rajasthan Syntex Limited** (hereinafter referred to as "Company") on Saturday, 6th August, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 36th Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the Notice to the 36th AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations"), every company having its equity shares listed on Recognized Stock Exchange(s), is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Regulations, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **M/s MAS Services Ltd.** (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website https://www.evoting.nsdl.com. .

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating E-Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 6th August, 2016 sent to the shareholders by courier and electronic means via e-mail. The members of the Company as on the cut-off date i.e. 19th September, 2016 were entitled to vote on the resolutions contained in the Notice to the 36th AGM of the members of the Company.

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The notice of 36th AGM contains the following resolutions:

BUSINESS ITEMS TRANSACTED AT THE AGM	TYPE AND DESCRIPTION OF RESOLUTIONS
1)Ordinary Resolution: Adoption of Audited Financial Statements	Ordinary Resolution under Section 129 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM	Ordinary Resolution under Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Roshan Lal Kunawat (DIN: 00196938) as a Director, who retires by rotation at this AGM.
3) Ordinary Resolution: Ratification of appointment of the Statutory Auditors of the Company	Ordinary Resolution under Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s M.C. Bhandari & Co., Chartered Accountants, Jaipur (Firm Registration No. 303002E) as Statutory Auditors of the Company.
Special Business	
4) Ordinary Resolution: Ratification of Remuneration of the Cost Auditor	Ordinary Resolution under Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the remuneration of Cost Auditor of the Company for the financial year ending on 31st March, 2017.
5) Special Resolution: Appointment of Mr. Vinod Kumar Ladia as Executive Chairman and Whole-Time Director	Special Resolution under Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to appoint Mr. Vinod Kumar Ladia (DIN: 00168257) as Executive Chairman and Whole-Time Director of the Company for a period of 3 years w.e.f. 01st June, 2016.
6) Special Resolution: Appointment of Mr. Vikas Ladia as Managing Director and Chief Executive Officer	Special Resolution under Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to appoint Mr. Vikas Ladia (DIN: 00256289) as Managing Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. 01st June, 2016.

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7) Special Resolution: Re-appointment of Mr. Anubhav Ladia as Executive Director	Special Resolution under Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to re-appoint Mr. Anubhav Ladia (DIN: 00168312) as Executive Director of the Company for a period of 3 years w.e.f. 01st June, 2016.
8) Ordinary Resolution: Approval of Related Party Transactions with M/s Shree Shyam Distributors & Marketing Pvt. Ltd.	Ordinary Resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve related party transactions with M/s Shree Shyam Distributors & Marketing Pvt. Ltd. for a period of 5 financial years w.e.f. 26th September, 2016.
9) Ordinary Resolution: Approval of Related Party Transactions with M/s Rajasthan Yarn Syndicate	Ordinary Resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve related party transactions with M/s Rajasthan Yarn Syndicate for a period of 5 financial years w.e.f. 26th September, 2016.
10) Ordinary Resolution: Approval of Related Party Transactions with M/s Divine Fibres Pvt. Ltd.	Ordinary Resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve related party transactions with M/s Divine Fibres Pvt. Ltd. for a period of 5 financial years w.e.f. 26th September, 2016.
11) Ordinary Resolution: Approval of Related Party Transactions with M/s PBS marketing Pvt. Ltd.	Ordinary Resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve related party transactions with M/s PBS marketing Pvt. Ltd. for a period of 5 financial years w.e.f. 26th September, 2016.
12) Ordinary Resolution: Approval of Related Party Transactions with M/s V K Texchem Pvt. Ltd.	Ordinary Resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve related party transactions with M/s V K Texchem Pvt. Ltd. for a period of 5 financial years w.e.f. 26th September, 2016.
13) Special Resolution: Issue of Preference Shares	Special Resolution under Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Share capital and Debentures) Rules, 2014, to authorize the Board to invite/offer, issue and allot 3,70,000, 11% Cumulative Preference Shares by way of Private Placement.
14) Special Resolution: Issue of Convertible Warrants to Promoter/ Promoter Group	Special Resolution under Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, to authorize the Board to create, issue, offer and allot 13,00,000, Convertible Warrants to Promoter/ Promoter Group of the company on a preferential basis.

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Further to the above, I submit my report as under:-

1) That the AGM notice dated 6th August, 2016 under section 101 of the Companies Act, 2013 was dispatched to 9,514 (Nine Thousand Five Hundred and Fourteen) shareholders by means of courier and 2,127 (Two Thousand One Hundred and Twenty Seven) shareholders by electronic means via e-mail on or before 31st August, 2016. As confirmed by management, there were 20 (Twenty) such envelopes containing notice of AGM which were returned undelivered and there were 02 (Two) e-mails which were bounced back and notice was delivered to such shareholder physically.

2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company on 01st September, 2016 in "Financial Express", English newspaper in English language and in "Nafa Nuksaan" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by means of courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open from Thursday, 22nd September, 2016 at 09.00 A.M. and ended on Sunday, 25th September, 2016 at 5.00 P.M.

4) The members of the Company as on the cut-off date i.e. Monday, 19th September, 2016 were entitled to vote on the resolutions.

5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and thereafter the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the Company.

6) The total number of fully paid up shares of the company outstanding as on 19th September, 2016, were 1,24,02,301. As on cut-off date, out of 11,621 (Eleven Thousand Six Hundred Twenty One) shareholders, 39 (Thirty Nine) shareholders have exercised their votes through remote e-voting and 6 (Six) shareholder have exercised their votes through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:

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Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	45,14,80	0	100	0
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,05,690**	**0**	**100**	**0**

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 2: Ordinary Resolution for appointment of Director, retired by rotation at the AGM

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	4,50,540	940	99.79	0.21
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,04,750**	**940**	**99.98**	**0.02**

Percentage of Votes cast in favour: 99.98% | Percentage of votes cast against: 0.02%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.98%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 3: Ordinary Resolution for Ratification of Appointment of Statutory Auditors

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	4,50,880	600	99.87	0.13
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,05,090**	**600**	**99.99**	**0.01**

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 4: Ordinary Resolution for Ratification of Remuneration of the Cost Auditor

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	**Number of shares**
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	45,14,80	0	100	0
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,05,690**	**0**	**100**	**0**

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 5: Special Resolution for Appointment of Mr. Vinod Kumar Ladia as Executive Chairman and Whole-Time Director

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	4,51,140	340	99.92	0.08
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,05,350**	**340**	**99.99**	**0.01**

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the special resolution under Section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 6: Special Resolution for Appointment of Mr. Vikas Ladia as Managing Director and Chief Executive Officer

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	4,51,140	340	99.92	0.08
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,05,350**	**340**	**99.99**	**0.01**

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the special resolution under Section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 7: Special Resolution for Re-appointment of Mr. Anubhav Ladia as Executive Director

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	4,50,540	940	99.79	0.21
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,04,750**	**940**	**99.98**	**0.02**

Percentage of Votes cast in favour: 99.98% | Percentage of votes cast against: 0.02%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.98%, I report that the special resolution under Section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

MANOJ MAHESHWARI COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Item No 8: Ordinary Resolution for approval of Related Party Transactions with M/s Shree Shyam Distributors & Marketing Pvt. Ltd.

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	21	52,01,166
Net remote e-voting/ Polling at AGM (C-D)	E	24	4,524

NOTES:

i. Invalid voting was not taken into account for counting of no. & % of votes polled as per below table.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.
iv. Invalid votes include votes cast by Related Parties on this resolution.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	0	0	0	0	0	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	4,524	0.06	3,584	940	79.22	20.78
Total	**1,24,02,301**	**4,524**	**0.06**	**3,584**	**940**	**79.22**	**20.78**

Percentage of Votes cast in favour: 79.22% | Percentage of votes cast against: 20.78%

RESULT:-

Since, the number of votes cast in favour of the resolution is 79.22%, I report that the ordinary resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

MANOJ MAHESHWARI COMPANY SECRETARY

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Item No 9: Ordinary Resolution for approval of Related Party Transactions with M/s Rajasthan Yarn Syndicate

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	21	52,01,166
Net remote e-voting/ Polling at AGM (C-D)	E	24	4,524

NOTES:

i. Invalid voting was not taken into account for counting of no. & % of votes polled as per below table.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.
iv. Invalid votes include votes cast by Related Parties on this resolution.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	0	0	0	0	0	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	4,524	0.06	3,584	940	79.22	20.78
Total	**1,24,02,301**	**4,524**	**0.06**	**3,584**	**940**	**79.22**	**20.78**

Percentage of Votes cast in favour: 79.22% | Percentage of votes cast against: 20.78%

RESULT:-

Since, the number of votes cast in favour of the resolution is 79.22%, I report that the ordinary resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 10: Ordinary Resolution for approval of Related Party Transactions with M/s Divine Fibres Pvt. Ltd.

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	21	52,01,166
Net remote e-voting/ Polling at AGM (C-D)	E	24	4,524

NOTES:

i. Invalid voting was not taken into account for counting of no. & % of votes polled as per below table.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.
iv. Invalid votes include votes cast by Related Parties on this resolution.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	0	0	0	0	0	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	4,524	0.06	3,584	940	79.22	20.78
Total	**1,24,02,301**	**4,524**	**0.06**	**3,584**	**940**	**79.22**	**20.78**

Percentage of Votes cast in favour: 79.22% | Percentage of votes cast against: 20.78%

RESULT:-

Since, the number of votes cast in favour of the resolution is 79.22%, I report that the ordinary resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 11: Ordinary Resolution for approval of Related Party Transactions with M/s PBS marketing Pvt. Ltd.

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	21	52,01,166
Net remote e-voting/ Polling at AGM (C-D)	E	24	4,524

NOTES:

i. Invalid voting was not taken into account for counting of no. & % of votes polled as per below table.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.
iv. Invalid votes include votes cast by Related Parties on this resolution.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	0	0	0	0	0	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	4,524	0.06	3,584	940	79.22	20.78
Total	**1,24,02,301**	**4,524**	**0.06**	**3,584**	**940**	**79.22**	**20.78**

Percentage of Votes cast in favour: 79.22% | Percentage of votes cast against: 20.78%

RESULT:-

Since, the number of votes cast in favour of the resolution is 79.22%, I report that the ordinary resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 12: Ordinary Resolution for approval of Related Party Transactions with M/s V K Texchem Pvt. Ltd.

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	21	52,01,166
Net remote e-voting/ Polling at AGM (C-D)	E	24	4,524

NOTES:

i. Invalid voting was not taken into account for counting of no. & % of votes polled as per below table.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.
iv. Invalid votes include votes cast by Related Parties on this resolution.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	0	0	0	0	0	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	4,524	0.06	3,584	940	79.22	20.78
Total	**1,24,02,301**	**4,524**	**0.06**	**3,584**	**940**	**79.22**	**20.78**

Percentage of Votes cast in favour: 79.22% | Percentage of votes cast against: 20.78%

RESULT:-

Since, the number of votes cast in favour of the resolution is 79.22%, I report that the ordinary resolution as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

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Item No 13: Special Resolution for Issue of Preference Shares

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80.	6.27	4,50,540	940	99.79	0.21
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,04,750**	**940**	**99.98**	**0.02**

Percentage of Votes cast in favour: 99.98% | Percentage of votes cast against: 0.02%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.98%, I report that the special resolution under Section 42, 55 and 62 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

MANOJ MAHESHWARI ★ COMPANY SECRETARY ★

MANOJ MAHESHWARI
COMPANY SECRETARY

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Item No 14: Special Resolution for Issue of Convertible Warrants to Promoter/ Promoter Group

Total No. of Shareholders	11,621		
Total No. of Shares	1,24,02,301		
Remote E-voting Period	22nd September, 2016 to 25th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	39	52,01,573
Total Votes cast through Polling at AGM	B	06	4,117
Grand Total of remote e-voting / Polling at AGM (A+B)	C	45	52,05,690
Less: Invalid/abstain remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	45	52,05,690

NOTES:

i. There are no Invalid votes in e-voting and polling.
ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	51,95,211	47,54,210	91.51	47,54,210	0	100	0
Public institutional holders	5,295	0	0	0	0	0	0
Public-others	72,01,795	45,14,80	6.27	4,50,540	940	99.79	0.21
Total	**1,24,02,301**	**52,05,690**	**41.97**	**52,04,750**	**940**	**99.98**	**0.02**

Percentage of Votes cast in favour: 99.98% | Percentage of votes cast against: 0.02%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.98%, I report that the special resolution under Section 62(1)(c) and 42 of the Companies Act, 2013 as set out in the notice of AGM dated 06th August, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

MANOJ MAHESHWARI COMPANY SECRETARY

MANOJ MAHESHWARI
COMPANY SECRETARY

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I further report that as per the AGM notice dated 06th August, 2016, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.srsl.in and on the website of NSDL and shall also be communicated to the Stock Exchange(s).

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,

MANOJ MAHESHWARI ★ CS ★ COMPANY SECRETARY

CS Manoj Maheshwari
Scrutinizer
FCS: 3355

For Shree Rajasthan Syntex Limited

SHREE RAJASTHAN SYNTEX LTD.

Vinod Kumar Ladia
Chairman
DIN: 00168257

Place: Jaipur
Date: 28th September, 2016