### LAYLA TEXTILE AND TRADERS LIMITED

(Formerly Known as Haricharan Projects Limited) CIN: L63022MH1983PLC295804)

801, Crystal Plaza, Opp Solitaire Corporate Park, Andheri-Ghatkopar Link Road, Chakala, Andheri (E) Mumbai- 400099 Phone: 022 67426891

Website: www.hprojects.org Email Id: laylatexItd@gmail.com

Date: - 29TH September 2017

To, BSE Limited The Corporate Relationship Department P.J. Towers, 1<sup>st</sup> Floor, Dalal Street, Mumbai – 400 001.

To,
The Listing Department
Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700001

Ref: Layla Textile and Traders Ltd

Dear Sirs,

Sub:- Scrutinizer Report for the Annual General Meeting of the company held on 28<sup>th</sup> September 2017.

Please find enclosed herewith Scrutinizer Report for the Annual  $\,$  General Meeting of the Company held on  $28^{th}$  Day of September 2017.

Please take the same on record.

Thanking you,

Yours Faithfully,

For Layla Textile and Traders Ltd

(Formerly Known as Haricharan Projects Limited)

(Authorised Signatory)

#### S. K. PANDEY

### **Practicing Company Secretary**

ACS No. 8546 / COP No. 5484

Add.: Raja Bahadur Building, First Floor, 45, Tamarind Lane, M. P. Shetty Marg, Fort, Mumbai - 400 001. Tel.: +91 (22) 65047520, Fax: +91 (22) 66390257, Cell: +91 98210 51427, E-mail: pandeysk2004@yahoo.co.in



#### SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Layla Textile And Traders Limited
(Formerly Known as Haricharan Projects Limited)
801, Crystal Plaza, Opp Solitaire Corporate Park
Andheri-Ghatkopar Link Road,
Chakala, Andheri (E)
Mumbai City -400099

As informed by the Company the ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF Layla Textile And Traders Limited(Formerly Known as Haricharan Projects Limited) was held on 28<sup>TH</sup> SEPTEMBER, 2017 AT 03.00 P.M. AT 801, Crystal Plaza, Opp Solitaire Corporate Park Andheri-Ghatkopar Link Road, Chakala, Andheri (E) Mumbai Mumbai City MH 400099 IN.

Dear Sir.

I have been appointed as a Scrutinizer for the purpose of the e-voting/ poll/ Ballot form taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of Layla Textile And Traders Limited (Formerly Known as Haricharan Projects Limited) Held On 28th September, 2017 At 03.00 P.M. At 801, Crystal Plaza, Opp Solitaire Corporate Park Andheri-Ghatkopar Link Road, Chakala, Andheri (E) Mumbai Mumbai City MH 400099 IN.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from 25<sup>th</sup> September 2017 (9.00 a.m) to 27<sup>th</sup> September 2017 (5.00 p.m.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and administration) Amendment Rule, 2015, I have unblocked the E-Voting Votes on 28<sup>th</sup> September 2017.

The chairman of the AGM has appointed me as the Scrutinizer for the same.

- The locked ballot box was opened in my presence and no poll papers were found in the box.
- 2. The result of the Poll/ E-voting/ Ballot Form is as under:



Item No. 1: Adoption of Financial Statements as on 31st March 2017

Total No. of Shareholders	6278										
Total No. of Shares	24820	24820000									
Receipt of Postal Ballot Forms E-Voting start date & end date	25 <sup>th</sup> Se	eptember, 2 eptember, 2	017 at 9.00 A 017 at 9.00 A	.M. to 27t <sup>h</sup> .M. to 27t <sup>h</sup>	September, 20 September, 20	017 at 5.00 017 at 5.00	P.M P.M				
		Total I	Number of otes	Votes in	favor of the olution	Votes in	against of				
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares				
Fotal Votes Cast through e-Voting	A	7	18246	6	17846	1	400				
otal Votes Cast through Poll/Postal Ballot Forms Received	В	0	0	0	0	0	400				
Grand Total of e-voting/Poll/ Postal Ballot Form (A+B)	С	7	18246	6	17846	1	400				
less: Invalid e-voting/Poll/ Postal Ballot Forms	D	0	0	0	0	0	0				
let e-voting/Poll/ Postal Ballot forms (C-D)	Е	7	18246	0	17846	, 1	400				

Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares(3)=[( 2)/(1)]*100	No. of Votes – in favour	No. of Votes - again st	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against or votes polled(7)= [(5)/(2)]*
	1	2	3	4	5	6	7
E- Voting	=	-	-	-	-	>=	-
Poll		F/		-	-	-	-
Postal Ballot	-		-	-	-	-	-
Total	-		-	E1	-	-	
E- Voting	-		-	-	-	-	-
Poll	-	-	-		-	-	-
Postal Ballot	-	-	-		-	-	*
Total	· ·	-	-		-	ie .	
E- Voting	2482000	18246	0.74	17846	400	98.70	2.20
Poll	2482000	-	-	-	-	-	-
Postal Ballot	2482000	ie i	-		-	-	-
Total	2482000	18246	0.74	17846	400	98.70	2.20
	2482000	18246	0.74				
	E-Voting Poll Postal Ballot Total E-Voting Poll Postal Ballot Total Postal Ballot Total E-Voting Postal Ballot	Voting Shares held  1 E-Voting - Poll - Postal Ballot - Total - E-Voting - Poll   Postal Ballot   Total   Postal Ballot   Total   Total   Postal Shallot   Total   E-Voting   2482000   Postal Ballot   Postal Shallot   2482000   Postal Ballot   Ballot   Postal Shallot   E-Voting   Postal Shallot   Postal Shallot   Ballot   Postal Shallot   Ballot   Ballo	No. of Shares held	Mode of Voting         No. of Shares held         No. of Votes Polled         Polled on outstanding shares(3)=[(2)/(1)]*100           1         2         3           E-Voting         -         -           Poll         -         -           Postal Ballot         -         -           Total         -         -           Poll         -         -           Postal Ballot         -         -           Total         -         -           Total         -         -           Total         -         -           E-Voting         2482000         18246         0.74           Poll         2482000         -         -           Postal Ballot         2482000         -         -	Mode of Voting         No. of Shares held         No. of Votes Polled         Polled on outstanding shares(3)=[(2)/(1)]*100         No. of Votes - in favour           1         2         3         4           E-Voting         -         -         -           Poll         -         -         -           Postal Ballot         -         -         -           Total         -         -         -           Poll         -         -         -           Postal Ballot         -         -         -           Total         -         -         -           Total         -         -         -           E-Voting         2482000         18246         0.74         17846           Poll         2482000         -         -         -           Postal Ballot         2482000         -         -         -	Mode of Voting         No. of Shares held         No. of Votes Polled         Polled on outstanding shares(3)=[(2)/(1)]*100         No. of Votes - in favour         Votes - again st           1         2         3         4         5           E-Voting         -         -         -         -           Poll         -         -         -         -           Postal Ballot         -         -         -         -           Total         -         -         -         -           Poll         -         -         -         -           Poll Ballot         -         -         -         -           Total         -         -         -         -           Postal Ballot         -         -         -         -           Total         -         -         -         -           Postal Ballot         2482000         18246         0.74         17846         400           Postal Ballot         2482000         -         -         -         -         -         -	Mode of Voting         No. of Shares held         No. of Votes Polled         Polled on outstanding shares(3)=[(2)/(1)]*100         No. of Votes - in favour         Votes polled(6)=[(4)/(2)]*100           1         2         3         4         5         6           E-Voting         -         -         -         -         -           Poll         -         -         -         -         -           Postal Ballot         -         -         -         -         -         -           Poll         -         -         -         -         -         -         -         -           Poll         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -

Item No. 2. Appointment Of Statutory Auditor D P Agarwal & Co -Ordinary Resolution

Total No. of Shareholders	6278						
Total No. of Shares	248200	000					
Receipt of Postal Ballot Forms E-Voting start date & end date	25 <sup>th</sup> Se 25 <sup>th</sup> Se	eptember, 20 eptember, 20	017 at 9.00 A 017 at 9.00 A	.M. to 27th .M. to 27th .	September, 20 September, 20	017 at 5.00 017 at 5.00	P.M P.M
		Total N	Number of otes	Votes in	favor of the olution	Votes in	against of
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	А	7	18246	6	17846	1	400
Total Votes Cast through Poll/Postal Ballot Forms Received	В	0	0	0	0	0	0
Grand Total of e-voting/Poll/ Postal Ballot Form (A+B)	С	7	18246	6	17846	1	400
Less: Invalid e-voting/Poll/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/Poll/ Postal Ballot Forms (C-D)	Е	7	18246	0	17846	1	400

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares(3)=[( 2)/(1)]*100	No. of Votes – in favour	No. of Votes - again st	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against on votes polled(7)=[(5)/(2)]*
		1	2	3	4	5	6	7
Promoter	E- Voting	-	-	-	-	15	-	-
and	Poll	:=	-	-	-	-		-
Promoter	Postal Ballot	-	-	-		-	-	
Group	Total	-	-	-	-	-	-	-
Public-	E- Voting	-	-	-	-	-	-	-
Institutions	Poll	-	Wi Wi	-	-	-		-
	Postal Ballot	-	-	-	-	× -		
	Total	-	-	-	-	-	-	
Public-	E- Voting	2482000	18246	0.74	17846	400	97.80	2.20
Non	Poll	2482000	-	-	-	-	-	
Institution	Postal Ballot	2482000	~	-	-	-	-	
S	Total	2482000	18246	0.74	17846	400	97.80	2.20
Total		2482000	18246	0.74	17846	400	97.80	2.20



## 3. Appointment Of Rajesh Harish Gouri As The Managing Director & CEO-Special Resolution

Total No. of Shareholders	6278						
Total No. of Shares	248200	000					
Receipt of Postal Ballot Forms E-Voting start date & end date	25 <sup>th</sup> Se 25 <sup>th</sup> Se	ptember, 20 ptember, 20	017 at 9.00 A 017 at 9.00 A	.M. to 27t <sup>h</sup> .M. to 27t <sup>h</sup>	September, 20 September, 20	017 at 5.00 017 at 5.00	P.M P.M
		Total Number of Votes		Votes in	favor of the olution	Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	А	7	18246	5	14785	2	3461
Total Votes Cast through Poll/Postal Ballot Forms Received	В	0	0	0	0	0	0
Grand Total of e-voting/Poll/ Postal Ballot Form (A+B)	С	7	18246	5	14785	2	3461
Less: Invalid e-voting/Poll/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/Poll/ Postal Ballot Forms (C-D)	Е	7	18246	5	14785	2	3461

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares(3)=[( 2)/(1)]*100	No. of Votes – in favour	No. of Votes - again st	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against on votes polled(7)= [(5)/(2)]*
		1	2	3	4	5	6	7
Promoter	E- Voting	-	-	-	-	-	-1	-
and	Poll	-	_	-	Ε.	H 1	-	-
Promoter	Postal Ballot	-	*	-	-	-	-	
Group	Total	-	*:	-	-	20	-	-
Public-	E- Voting	=	*	5 <del>-</del>	-		-	-
Institutions	Poll	· · · · · · · · · · · · · · · · · · ·	-		-		-	-
	Postal Ballot	-	<u> </u>		×	*		18
	Total	-	-:	-	-			-
Public-	E- Voting	2482000	18246	0.74	14785	3461	81.03	18.97
Non	Poll	2482000	-	*	-			
Institution	Postal Ballot	2482000	-	-	-	9		
S	Total	2482000	18246	0.74	14785	3461	81.03	18.97
Total		2482000	18246	0.74	14785	3461	81.03	18.97



## 4. Regularization Of Mukesh Bajpai As Independent Director-Ordinary Resolution

Total No. of Shareholders	6278									
Total No. of Shares	24820	000								
Receipt of Postal Ballot Forms E-Voting start date & end date	25 <sup>th</sup> Se	25 <sup>th</sup> September, 2017 at 9.00 A.M. to 27th September, 2017 at 5.00 P.M. 25 <sup>th</sup> September, 2017 at 9.00 A.M. to 27th September, 2017 at 5.00 P.M.								
		V	lumber of otes	Votes in	favor of the	Votes in	against of			
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares			
Total Votes Cast through e-Voting	А	8	18546	7	18146	1	100			
Total Votes Cast through Poll/Postal Ballot Forms Received	В	0	0	0	0	0	400			
Grand Total of e-voting/Poll/ Postal Ballot Form (A+B)	С	8	18546	7	18146	1	400			
Less: Invalid e-voting/Poll/ Postal Ballot Forms	D	0	0	0	0	0	0			
Net e-voting/Poll/ Postal Ballot Forms (C-D)	Е	8	18546	7	18146	1	400			

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares(3)=[( 2)/(1)]*100	No. of Votes – in favour	No. of Votes - again st	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against or votes polled(7)=[(5)/(2)]*
		1	2	3	4	5	6	7
Promoter	E- Voting	_	-	-	-		-	-
and	Poll	-	-	-	-	-	-	-
Promoter	Postal Ballot	-	*		-	-	-	-
Group	Total	-		-		_	-	-
Public-	E- Voting	-	-	-	7-	-	-	-
Institutions	Poll	-	-	-		-	-	_
	Postal Ballot	-	-	~	-	-	-	-
	Total	-		-	-	-	-	14
Public-	E- Voting	2482000	18546	0.75	18146	400	97.84	2.16
Non	Poll	2482000		-	-			
Institution	Postal Ballot	2482000		-	-	-		
S	Total	2482000	18546	0.75	18146	400	97.84	2.16
Total		2482000	18546	0.75	18146	400	97.84	2.16



## 5. Regularization Of Simranpreet Bajpai As Independent Director-Ordinary Resolution

Total No. of Shareholders	6278						
Total No. of Shares	248200	000					
Receipt of Postal Ballot Forms E-Voting start date & end date	25 <sup>th</sup> Se 25 <sup>th</sup> Se	ptember, 2 ptember, 2	017 at 9.00 A 017 at 9.00 A	.M. to 27t <sup>h</sup> .M. to 27t <sup>h</sup>	September, 20 September, 20	017 at 5.00 017 at 5.00	P.M P.M
	Total Number of Votes			Votes in	favor of the olution	Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	8	18546	7	10146		
Total Votes Cast through Poll/Postal Ballot Forms Received	В	0	0	0.	18146	0 '	400
Grand Total of e-voting/Poll/ Postal Ballot Form (A+B)	С	8	18546	7	18146	1	400
Less: Invalid e-voting/Poll/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/Poll/ Postal Ballot Forms (C-D)	E	8	18546	7	18146	1	400

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares(3)=[( 2)/(1)]*100	No. of Votes – in favour	No. of Votes - again st	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against on votes polled(7) = [(5)/(2)]*
		1	2	3	4	5	6	7
Promoter	E- Voting	9		- 1		-		=
and	Poll	-	-	-	-	-	-	
Promoter	Postal Ballot	-		-	-	-	- 1	
Group	Total		-	-	-	-		-
Public-	E- Voting	·	<u>.</u>	-	-			-
Institutions	Poll	-	÷.	-		-		-
	Postal Ballot	¥	- 1		-		-	-
	Total		14	-		- 1		-
Public-	E- Voting	2482000	18546	0.75	18146	400	97.84	2.16
Non	Poll	2482000	-		-	-		
Institution	Postal Ballot	2482000	. :	-	-	-,		
S	Total	2482000	18546	0.75	18146	400	97.84	2.16
Total	v I	2482000	18546	0.75	18146	400	97.84	2.16



# 6. Regularization Of Ashish Rajeshbhai Patel As Executive Director-Ordinary Resolution

Total No. of Shareholders	6278									
Total No. of Shares	24820000									
Receipt of Postal Ballot Forms E-Voting start date & end date	25 <sup>th</sup> September, 2017 at 9.00 A.M. to 27th September, 2017 at 5.00 P.M 25 <sup>th</sup> September, 2017 at 9.00 A.M. to 27th September, 2017 at 5.00 P.M									
		Total N	lumber of otes	Votes in	favor of the olution	Votes in against o				
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes				
Total Votes Cast through e-Voting	A	8	18546	7	18146	1	400			
Total Votes Cast through Poll/Postal Ballot Forms Received	В	0	0	0	0	0	0			
Grand Total of e-voting/Poll/ Postal Ballot Form (A+B)	С	8	18546	7	18146	1	400			
Less: Invalid e-voting/Poll/ Postal Ballot Forms	D	0	0	0	0	0	0			
Net e-voting/Poll/ Postal Ballot Forms (C-D)	E	8	18546	7	18146	1	400			

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares(3)=[( 2)/(1)]*100	No. of Votes – in favour	No. of Votes - again st	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against or votes polled(7)= [(5)/(2)]*
		1	2	3	4	5	6	7
Promoter	E- Voting	-	-	-	-	-		-
and	Poll	-	-	-	-	-	-,	-
Promoter	Postal Ballot	-	-	-	-	-	-	1 - 2
Group	Total	-	-	-	-	:=	=:	_
Public-	E- Voting	-	*	-	-	-	#S	
Institutions	Poll	-	-	•	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	-	:)=		-		-	-
Public-	E- Voting	2482000	18546	0.75	18146	400	97.84	2.16
Non	Poll	2482000	-	-	-			
Institution	Postal Ballot	2482000	-	-	-	-		1 1
S	Total	2482000	18546	0.75	18146	400	97.84	2.16
Total		2482000	18546	0.75	18146	400	97.84	2.16



4. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution – Not Applicable since there was no Invalid Votes.

Thanking You, Yours Faithfully,

S. K. Pandey

(Practicing Company Secretary)

Date: 29/09/2017 Place: Mumbai

Signature of Witnesses

(Aparna Triparthi)

(Anil Zanjurne)