

SCRUTINIZER'S REPORT

To,

The Board of Directors
Eskay K'N'IT (India) Limited
Raghuvanshi Mills Compound, 11/12,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013

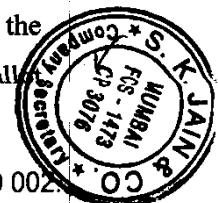
Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors ("the Board") of Eskay K'N'IT (India) Limited for seeking approval of the Shareholders by way of Special Resolutions for authorizing the Board to:

1. **Authorization for Borrowing Money under Section 180(1)(c) of the Companies Act, 2013.**
2. **Authorization under Section 180(1)(a) of the Companies Act, 2013.**
3. **Authorization for Loan/Guarantee/Security and Investment by the Company.**
4. **Authorization for Related Party Transaction.**

I hereby submit my report as under:-

- a. I had given my consent to act as Scrutinizer for the said Postal Ballot process vide my letter dated 11th July, 2014.
- b. The Company had offered e-voting facility as an alternative to all its Members, which enabled the Members to cast votes electronically instead of physically submitting dully filled in Postal Ballot Form. The instructions on e-voting were provided in the Notice.
- c. The Company was having 35792 Shareholders as on 28th July, 2014. The Company has not provided me the proof of dispatch of Postal Ballot Notice in terms of Rule 22(2) of the Companies (Management and Administration) Rules, 2014. I have received 8 Postal Ballot



Forms from Kalbadevi Post Office upto 6:00 P.M. on 01/09/2014 which I have considered in my report.

d. A Public Notice that the Company had sent Postal Ballot Notices along with other documents to the Shareholders was published in The Free Press Journal (English Newspaper) in Mumbai, Navshakti (Regional Language) Newspaper in Mumbai and Loksatta Janasatta (Regional Language), Vadodara on Friday, 02nd August, 2014.

e. In the Postage Pre- Paid Business Reply Envelope the address of my Office i.e. 13/ 16, Kapadia Chambers, Ground Floor, 599, J.S.S Road, Chira Bazaar, Mumbai- 400 002 was given and hence the same were delivered to me.

f. I was delivered in 8 (Eight) numbers of Postal Ballot envelopes through Kalbadevi Post Office from the Shareholders. All the Postal Ballot Envelopes were opened in my presence. The particulars of all Postal Ballots received from the shareholders were entered in the Register in electronic form separately maintained for the purpose. For the purpose of my Report, the Postal Ballots received up to the close of working hours on 1st September, 2014 were scrutinized by me for the purpose of ascertaining assent, dissent of shareholders to the Special Resolutions and the invalid Postal Ballots.

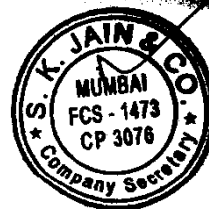
g. The result of the scrutiny is as under:



i- **Authorization of Borrowing money under section 180 (1)(c) of the Companies Act, 2013:**

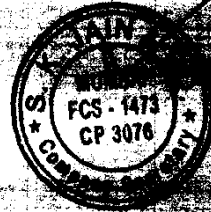
Physical Voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interested Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)]x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favou r on votes polled (9)= [(7)/(4)x100	% of votes against on votes polled (10)= [(8)/(4)x100
Promoter & Promoter Group	160972278	0	0	0	0	0	0	0	0	0
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public- Others	110748436	0	0	8000	8000	0.007%	8000	0	100%	0
Total	280831852	0	0	8000	8000	0.007 %	8000	0	100%	0



E-voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9)= [(7)/(4)] x100	% of votes against on votes polled (10)= [(8)/(4)] x100
Promoter & Promoter Group	160972278	0	0	160972278	160972278	100%	160972278	0	100%	0%
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public- Others	110748436	0	0	35626098	35626098	32.167%	35623848	2250	99.993	0.001%
Total	280831852	0	0	196598376	196598376	70.01%	196596126	2250	99.99	0.001%



Combined Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9)= [(7)/(4)] x100	% of votes against on votes polled (10)= [(8)/(4)] x100
Promoter & Promoter Group	160972278	0	0	160972278	160972278	100%	160972278	0	100%	0%
Public Institutional Holders	9111138	0	0	0	0	0%	0	0	0%	0%
Public- Others	110748436	0	0	35634098	35634098	32.17%	35631848	2250	99.99%	0.0001%
Total	280831852	0	0	196606376	196606376	70.008%	196604126	2250	99.99%	0.0001%

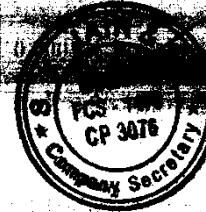
Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total valid votes polled i.e. 196606376
1.	Promoter and promoter group	160972278	81.87%
2.	Public Financial Institution	0	0%
3	Public - Others	35634098	18.12%
	Total	196606376	99.99%



Voted in against of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total valid votes polled i.e. 196606376
1.	Promoter and promoter group	0	Nil
2.	Public Financial Institution	0	Nil
3	Public – Others	2250	0.001% (2250 Shares)
	Total	2250	0.0001%



2. Authorisation under Section 180 (1)(a) of the Companies Act, 2013 :

Physical Result :

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interested Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)]x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favou r on votes polled (9)= [(7)/(4)]x100	% of votes against on votes polled (10)= [(8)/(4)]x100
Promoter & Promoter Group	160972278	0	0	0	0	0	0	0	0	0
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public- Others	110748436	0	0	8000	8000	0.007%	8000	0	100%	0
Total	280831852	0	0	8000	8000	0.007 %	8000	0	100%	0



E-voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9)= [(7)/(4)] x100	% of votes in favour on votes polled (10)= [(8)/(4)] x100
Promoter & Promoter Group	160972278	0	0	160972278	160972278	100%	160972278	0	100%	0%
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public- Others	110748436	0	0	35626098	35626098	32.167%	35623848	35623848	100%	100%
Total	280831852	0	0	196598376	196598376	70.01%	196596126	2250	99.99%	0.001%

Combined Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)- [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9)- [(7)/(4)] x100	% of votes against on votes polled (10)- [(8)/(4)] x100
Promoter & Promoter Group	160972278	0	0	160972278	160972278	100%	160972278	0	100%	0
Public Institutional Holders	9111138	0	0	0	0	0%	0	0	0%	0
Public- Others	110748436	0	0	35634098	35634098	32.17%	35631848	2250	99.99%	0.001%
Total	280831852	0	0	196606376	196606376	70.00%	196604126	2250	99.99%	0.00%

Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes total valid votes polled i.e. 196606376
1.	Promoter and promoter group	160972278	81.87%
2.	Public Financial Institution	0	0%
3	Public - Others	35634098	18.12%
	Total	196606376	99.99%



Voted in against of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total valid votes polled i.e. 196606376
1.	Promoter and promoter group	0	Nil
2.	Public Financial Institution	0	Nil
3	Public – Others	2250	0.001% (2250 Shares)
	Total	2250	0.0001%

3. Authorisation for Loan/Security/Gaurantee/Investment by the Company :

Physical Result :

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interested Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstanding shares (6) = (5)/(1) x 100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9) = (7)/(4) x 100	% of votes against on votes polled (10) = (8)/(4) x 100
Promoter & Promoter Group	160972278	0	0	0	0	0	0	0	0	0
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public-Others	110748436	0	0	8000	8000	0.007%	8000	0	100%	0
Total	280831852	0	0	8000	8000	0.007%	8000	0	100%	0



E-voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9)= [(7)/(6)] x100	% of votes against on votes polled (10)= [(8)/(4)] x100
Promoter & Promoter Group	160972278	0	0	160972278	160972278	100%	160972278	0	100%	0%
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public- Others	110748436	0	0	35626098	35626098	32.167%	35623848	2250	99.993	-0.001%
Total	280831852	0	0	196598376	196598376	70.01%	196596126	2250	99.993	-0.001%



Combined Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)= [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9) [(7)/(4)] x100	% of votes against on votes polled (10) [(8)/(4)] x100
Promoter & Promoter Group	160972278	0	0	160972278	160972278	100%	160972278	0	100%	0
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public- Others	110748436	0	0	35634098	35634098	32.17%	35631848	2250	99.99%	0.0012%
Total	280831852	0	0	196606376	196606376	70.008%	196604126	2250	99.99%	0.0001%

Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total valid votes polled
1.	Promoter and promoter group	160972278	81.87%
2.	Public Financial Institution	0	0%
3	Public - Others	35634098	18.12%
	Total	196606376	99.99%



Voted in against of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total valid votes polled 196606376
1.	Promoter and promoter group	0	Nil
2.	Public Financial Institution	0	Nil
3.	Public – Others	2250	0.001% (2250 Shares)
	Total	2250	0.0001%

4. Authorization for Related Party Transaction :

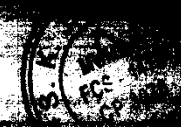
Physical Result :

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interested Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstanding shares (6) = [(5)/(1)] x 100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9) = [(7)/(4)] x 100	% of votes against on votes polled (10) = [(8)/(4)] x 100
Promoter & Promoter Group	160972278	0	0	0	0	0	0	0	0	0
Public Institutional Holders	9111138	0	0	0	0	0	0	0	0	0
Public-Others	110748436	0	0	8000	8000	0.007%	8000	0	100%	0
Total	280831852	NIL	0	8000	8000	0.007%	8000	0	100%	0

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E-voting Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6)- [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour (9)- [(7)/(4)] x100	% of votes against (10)- [(8)/(4)] x100
Promoter & Promoter Group	160972278	16097278	0	0	16097278	100%	0	0	0%	0%
Public Institutional Holders	9111138	0	0	0	0	0%	0	0	0%	0%
Public- Others	110748436	0	0	35626098	35626098	32.167%	35623848	22508	99.99%	0.001%
Total	280831852	16097278	0	35626098	196598376	70.01%	35623848	22508	99.99%	0.001%



Combined Result:

Promoter/ Public	No. of shares held (1)	No. of votes polled by Interest ed Party (2)	No. of Invalid Votes (3)	No. of Valid Votes (4)	No. of votes polled (5)	% of votes polled on outstan ding shares (6) = [(5)/(1)] x100	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled (9) = [(7)/(4)] x100	% of votes against on votes polled (10) = [(8)/(4)] x100
Promoter & Promoter Group	160972278	160972278	0	0	160972278	100%	0	0	0%	0%
Public Institutional Holders	9111138	0	0	0	0	0%	0	0	0%	0%
Public- Others	110748436	0	0	35634098	35634098	32.17%	35631848	22508	99.99%	0.001%
Total	280831852	160972278	0	35634098	196606376	70.008%	35631848	22508	99.99%	0.001%

Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total
1.	Promoter and promoter group	0	0%
2.	Public Financial Institution	0	0%
3.	Public - Others	35631848	99.99%
	Total	35631848	99.99%



Voted in against of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to total valid votes polled i.e. 35634098
1.	Promoter and promoter group	0	Nil
2.	Public Financial Institution	0	Nil
3	Public – Others	2250	0.001% (2250 Shares)
	Total	2250	0.0001%

The Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Mumbai

Dated: 03.09.2014



Thanking You
Yours Faithfully,

Name/s and Signature/s of the Scrutinizer/s

Dr. S. K. Jain

Practicing Company Secretary