

317, Tantia Jogani Indl. Premises,
3 rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai - 400 011
Tel.: 4063 5100, Fax : 4063 5199
email : info@omnitex.com



**omnitex
industries
(india) Ltd.**

**28th Annual General Meeting (AGM) of Omnitex Industries (India) Limited held on
THURSDAY THE 11th SEPTEMBER 2014 AT 10.00 A.M. AT Hall of Quest, Nehru
Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.**

Declaration of Results of e-voting

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 28th Annual General Meeting (AGM).

The e-voting was open from 4th September, 2014 (9:00 am) to 6th September, 2014 (6:00 pm).

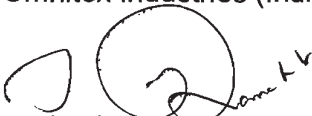
The Company has appointed Mr. NIRAJ TRIVEDI practicing Company Secretary (Membership No.FCS 3844, CP NO.3123) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer has carried out the scrutiny and has submitted the report dated 8th September 2014.

The results as well as the scrutinizer's report are attached herewith.

Based on the report of the scrutinizer all resolutions as set out in the Notice of the 28th Annual General Meeting (AGM) have been duly approved by the members with the requisite majority.

For Omnitex Industries (India) Limited


J Ramakrishnan
Director (DIN 02598332)

Date: 11th September 2014

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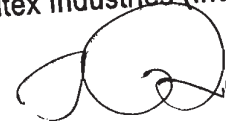


**omnitex
industries
(india) Ltd.**

Details of 28th Annual General Meeting (AGM) of Omnitex Industries (India) Limited held on THURSDAY THE 11th SEPTEMBER 2014 AT 10.00 A.M. AT Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

SN	Description	Particulars		
1	Date of Annual General Meeting	Thursday, the 11 th September, 2014		
2	Book Closure Date	Tuesday 9 th September, 2014 to Thursday 11 th September 2014		
3	Total No of Shares holders as on 1 st August 2014 i.e. Cut off date for e-voting	2110		
4	No of Shareholders present in the Meeting either in person or through proxy			
	Shareholder Category	Present in Person	Present Through Proxy	Total
	Promoter and Promoter Group	6	1	7
	Public Institutional Holders	Nil	Nil	Nil
	Directors with share holding	2	Nil	2
	Public others	18	6	24
	Total	26	7	33
5	No of Shareholders who attended the meeting through video conferencing	No Video Conferencing Facility was arranged		

For Omnitex Industries (India) Ltd.


Director

Details of the Agenda Of the 28th AGM of Omniflex Industries (India) Limited and voting Results
The mode of voting for all resolutions was E-voting

Resolution No	Resolution In Brief	Promoter/ Public	No of Shares Held as at 1-Aug-2014	No of Votes Polled	% of Votes Polled on outstanding Shares $3=\frac{(2/1)*}{100}$	No of Votes in favour	No of Votes against	% of Votes in favour of Votes Polled $6=\frac{(4/2)*}{100}$	% of votes against of votes polled
			1	2		4	5		7
1	To consider, and adopt the Audited Financial Statement including the statement of Profit and Loss for the financial year ended 31st March, 2014 and Reports of the Directors and Auditors thereon.	Promoter and Group Public Institutional Holders Directors Public Others Total	23,28,426 1,60,507 26,050 16,89,117 42,04,100	23,21,426 Nil 26,050 82,149 24,29,625	99.70 Nil 100 4.86 57.79	23,21,426 Nil 26,050 82,149 24,29,625	Nil Nil Nil Nil Nil	100 Nil 100 100 100	Nil Nil Nil Nil Nil
2	To appoint Mr. J Ramakrishnan (holding DIN 02598332) as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.	Promoter and Group Public Institutional Holders Directors Public Others Total	23,28,426 1,60,507 26,050 16,89,117 42,04,100	23,21,426 Nil 25,950 82,149 24,29,525	99.70 Nil 99.62 4.86 57.79	23,21,426 Nil 25,950 82,149 24,29,525	Nil Nil Nil Nil Nil	100 Nil 100 100 100	Nil Nil Nil Nil Nil
3	To re-appoint M/s. Tembey & Mhatre, Chartered Accountants, Mumbai (Firm Registration No. 116359W) present statutory auditors for three years.	Promoter and Group Public Institutional Holders Directors Public Others Total	23,28,426 1,60,507 26,050 16,89,117 42,04,100	23,21,426 Nil 26,050 82,149 24,29,625	99.70 Nil 100 4.86 57.79	23,21,426 Nil 26,050 82,149 24,29,625	Nil Nil Nil Nil Nil	100 Nil 100 100 100	Nil Nil Nil Nil Nil

For Omniflex Industries (India) Ltd.



[Signature]
 Director

Details of the Agenda Of the 28th AGM of Omnitex Industries (India) Limited and voting Results
The mode of voting for all resolutions was E-voting

4	To give Borrowing Power to Board upto Rs. 50 Crores in excess of the aggregate of the paid up share capital and free reserves of the Company (Special Resolution).	Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	Nil	100	Nil	
		Public Institutional Holders	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	
		Directors	26,050	26,050	100	26,050	100	100	100	
		Public Others	16,89,117	82,149	4.86	82,149	100	100	100	
		Total	42,04,100	24,29,625	57.79	24,29,625	100	100	100	Nil
		Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	100	100	100	Nil
		Public Institutional Holders	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	To give power to Board to create mortgage / lien and other encumbrances on companies assets both present and future in favour of financial institutions / banks on account of borrowing by company / strata geosystems (India) private limited upto Rs. 50 Crores (Special Resolution)	Directors	26,050	25,950	99.62	25,950	100	100	100	
		Public Others	16,89,117	82,149	4.86	82,149	100	100	100	
		Total	42,04,100	24,29,525	57.79	24,29,525	100	100	100	Nil
		Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	100	100	100	Nil
		Public Institutional Holders	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Directors	26,050	25,950	99.62	25,950	100	100	100	Nil
		Public Others	16,89,117	82,149	4.86	82,149	100	100	100	Nil
6	To give Company's premises on lease to Strata Geosystems (India) Private Limited (Special Resolution)	Total	42,04,100	24,29,525	57.79	24,29,525	100	100	Nil	
		Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	100	100	100	Nil
		Public Institutional Holders	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Directors	26,050	25,950	99.62	25,950	100	100	100	Nil
		Public Others	16,89,117	82,149	4.86	82,149	100	100	100	Nil
		Total	42,04,100	24,29,525	57.79	24,29,525	100	100	100	Nil
		Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	100	100	100	Nil
7	To appoint Mr. Amit R Dalmia (holding DIN 00210919) as Independent Director not liable to retire by rotation for a period of five years	Public Institutional Holders	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	
		Directors	26,050	26,050	100	26,050	100	100	100	
		Public Others	16,89,117	82,149	4.86	82,149	100	100	100	
		Total	42,04,100	24,29,625	57.79	24,29,625	100	100	100	Nil
		Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	100	100	100	Nil
		Public Institutional Holders	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Directors	26,050	26,050	100	26,050	100	100	100	Nil



For Omnitex Industries (India) Ltd.

[Signature]
 Director

Details of the Agenda Of the 28th AGM of Omnitex Industries (India) Limited and voting Results
The mode of voting for all resolutions was E-voting

8	To appoint Ms. Geeta Pardiwalla (holding DIN 03153284) as Independent and Woman Director, not liable to retire by rotation, for a period of five years	Promoter and Group	23,28,426	23,21,426	99.70	23,21,426	Nil	100	Nil	
		Public	1,60,507	Nil	Nil	Nil	Nil	Nil	Nil	
		Institutional Holders	26,050	100	0.38	100	100	100	100	Nil
		Directors	16,89,117	82,149	4.86	82,149	82,149	100	100	Nil
		Public Others	42,04,100	24,03,675	57.17	24,03,675	24,03,675	100	100	Nil
	Total									



For Omnitex Industries (India) Ltd.

[Signature]
 Director

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Of 28th Annual General Meeting of the Members of
OMNITEX INDUSTRIES (INDIA) LIMITED to be held at
Hall of Quest, Nehru Planetarium, Nehru Centre,
Dr. Annie Besant Road, Worli,
Mumbai – 400018, on Thursday, the 11th September, 2014 at 10:00 a.m.

Dear Sir,

1. I, **Niraj Trivedi**, a Company Secretary in practice, have been appointed by the Board of Directors of **Omnitex Industries (India) Limited** (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 28th Annual General Meeting (AGM) of the members of the Company, to be held at 10:00 a.m. at Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 on Thursday, the 11th September, 2014.
2. 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 resolutions contained in the Notice to the 28th AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited (CDSL)**, the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my reports as under:-
 - (i). The e-voting period remained open from 04th September, 2014 at 9:00 a.m. to 06th September, 2014 at 6:00 p.m.



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- (ii). The members of the Company as on the "cut-off" date i.e. 01st August, 2014 were entitled to vote on the resolutions (items No. 01 to 08 as set out in the notice of the 28th AGM of the Company).
- (iii). The votes cast were unblocked on 6th September, 2014 at 6:30 p.m. in the presence of 2 (Two) witnesses namely Ms. Pooja Dave and Ms. Saumya Agarwal who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

NAME – POOJA DAVE

NAME- SAUMYA AGARWAL

- (iv). Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of **Central Depository Services (India) Limited (CDSL)** i.e. <https://evotingindia.co.in/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1

Ordinary Resolution to receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2014, together with the reports of the Board of Directors and Auditors thereon.

- (i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
25	24,29,625	100

- (ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

- (iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

Item No. 2

Ordinary Resolution to appoint Mr. J Ramakrishnan (DIN 02598332) as a Director of the Company, who retires by rotation at the Annual General Meeting and being eligible, has offered himself for re-appointment.

(i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
24	24,29,525	100

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
1	100	0.00



Item No. 3

Ordinary Resolution to re-appoint M/s. Tembey & Mhatre, Chartered Accountants, Mumbai as Auditors and to fix their remuneration.

(i). Voted in favour of the resolution

Number of members voted	Number of votes castby them	% of total number of valid votes cast (Favour, Against & Abstained)
25	24,29,625	100

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL



Item No. 4

Special Resolution to borrow money in excess of the aggregate of paid up capital and free reserves but not exceeding Rs. 50 crores.

(i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
25	24,29,625	100

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL



Item No.5

Special Resolution to create mortgage, charges, liens, hypothecation etc. on the assets of the company.

(i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
24	24,29,525	100

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
1	100	0.00



Item No. 6

Special Resolution to enter into Lease Agreement for the Company's premises, terms and conditions to be decided by Board.

(i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
24	24,29,525	100

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
1	100	0.00



Item No. 7

Ordinary Resolution to appoint Mr. Amit R Dalmia (DIN 00210919) as an Independent Director of the company, not liable to retire by rotation.

(i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
25	24,29,625	100

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL



Item No. 8

Ordinary Resolution to appoint Ms. Geeta Pardiwalla (DIN 03153284) as an Independent Director of the company, not liable to retire by rotation.

(i). Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
23	24,03,675	98.93

(ii). Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Abstained)
NIL	NIL	NIL

(iii). Votes Abstained

Number of members voted	Number of votes abstained by them	% of total number of valid votes cast (Favour, Against & Abstained)
2	25,950	1.07

During e-Voting process total 25 shareholders have cast their vote holding in aggregate 24,29,625 shares. No invalid votes are cast and hence information on "Invalid votes", that too resolution – wise, is not provided separately. The % provided in this report is upto 2 decimal and hence in some of these resolutions, despite the votes being abstained, we have shown "0.00" in the % column as the value in decimals is very negligible.

We hereby confirm that we are maintaining the Registers in electronic form as obtained from the Service Provider from their website in respect of the vote cast through e-Voting by the shareholders of the company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking You,
Yours faithfully

NIRAJ TRIVEDI

Practising Company Secretary

FCS - 3844 (CP No. 3123)

Place: Vadodara



Date: 08th September, 2014