



CS Hemang M. Mehta

B.Com., LL.B.(Special), F.C.S.

H. M. Mehta & Associates

Company Secretaries

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**SCRUTINIZER'S REPORT
(For E-voting)**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman,
28th Annual General Meeting (AGM) of the Equity Shareholders of
Shilchar Technologies Limited
(CIN: L29308GJ1986PLC008387)
to be held on Thursday, 14th day of August, 2014 at 3.00 P.M.
at Bil Road, Bil-391 410, District Vadodara (Gujarat)


Dear Sir,

1. I, Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries of Vadodara, have been appointed as a Scrutinizer by the Board of Directors of Shilchar Technologies Limited (the Company) 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 below mentioned resolutions contained in the Notice of the 28th Annual General Meeting (AGM) of the members of Shilchar Technologies Limited to be held on Thursday, 14th day of August, 2014 at 3.00 P.M. at Bil Road, Bil- 391 410, District Vadodara (Gujarat).
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 of the 28th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.




1/1/14

3. Further to above, I submit my report as under:
- 3.1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company sent notices dated 24th May, 2014 convening the AGM through electronic means i.e. on the registered e-mail IDs and through post / courier, as the case may be, to the respective members, auditors and also to the Directors of the Company.
- 3.3. The above Notices were also placed on the website of the Company (www.shilchargroup.com) forthwith after they were sent to the members.
- 3.4. The notices clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Thursday, 7th August, 2014 (9.00 a.m.) and ends on Saturday, 9th day of August, 2014 (6.00 p.m.) during which the votes could be cast and also provided the login ID and created facility for generating password and for security and casting of vote in a secured manner.
- 3.5. The e-voting was remained open for a period of 3 days i.e. from Thursday, 7th August, 2014 (9.00 a.m.) and ends on Saturday, 9th day of August, 2014 (6.00 p.m.) and that the aforesaid e-voting period was completed three days prior to the date of the 28th Annual General Meeting to be held on 14th August, 2014.
- 3.6. At the end of the voting period, the portal where votes were cast was blocked forthwith.
- 3.7. The undersigned has within a period of two working days from the date of conclusion of e-voting period (i.e. on 09th August, 2014), unblocked the votes in the presence of two witnesses, viz. (1) Mr. Suresh M. Padhiyar, resident of Vadodara and (2) Ms. Kalpana Kumari, resident of Vadodara, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Suresh M. Padhiyar)



(Kalpana Kumari)

The e-voting data was scrutinized by the undersigned for verification of the votes cast in favour or against of the resolutions.

- 3.8. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.co.in.



3.9. The e-voting result is as under:

ORDINARY BUSINESS:

Resolution No. 1—As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial statements including Consolidated Financial statements comprising the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash flow for the year ended on that date together with Reports of Directors and Auditors thereon

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Resolution No. 2—As an Ordinary Resolution:

To declare dividend on the Equity Shares of the Company

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Resolution No. 3-As an Ordinary Resolution:

To appoint a Director in place of Mr. Ashesh Shah who offers to retire by rotation and, being eligible offers himself for re-appointment

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Resolution No. 4-As an Ordinary Resolution:

To appoint M/s. Naresh & Co., Chartered Accountants as Auditors of the Company and authorise the Board of Directors to fix their remuneration

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



SPECIAL BUSINESS:

Resolution No. 5—As an Ordinary Resolution:

To appoint Mr. Jahangir H. Parabia as an Independent Director of the Company for five consecutive years April 01, 2014 to March 31, 2019

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Resolution No. 6—As an Ordinary Resolution:

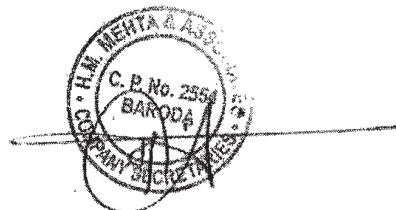
To appoint Mr. Omprakash P. Khanna as an Independent Director of the Company for five consecutive years from April 01, 2014 to March 31, 2019

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Resolution No. 7-As an Ordinary Resolution:

To appoint Mr. Mukesh D. Patel as an Independent Director of the Company for five consecutive years April 01, 2014 to March 31, 2019

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Resolution No. 8- As a Special Resolution:

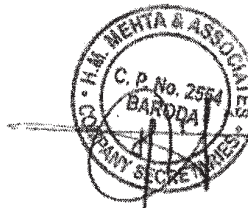
To re-appoint Mr. Alay Shah, as a Managing Director of the Company for a further period of three (3) years from 01.10.2014 up to 30.09.2017 on the terms and conditions including remuneration set out in the draft Agreement to be entered into between the Company.

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Resolution No. 9—As a Special Resolution:

To accord consent of the Company to the Board of Directors of the Company pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 for borrowing in excess of the aggregate of the paid-up share capital and free reserves, upto a sum of Rs. 500 Crores

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Resolution No. 10—As a Special Resolution:

To accord consent of the Company to the Board of Directors of the Company under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage, charge etc. on the assets / properties of the Company

(i) Voted in favour of the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
10	26,61,185	100.00%

(ii) Voted against the Resolution:

Number of members voted through e-voting process	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

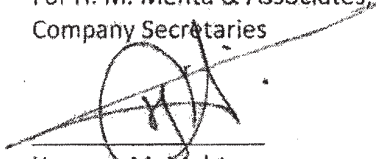
4. A Register containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.



5. The Register, all other papers and relevant records relating to electronics voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours sincerely,
For H. M. Mehta & Associates,
Company Secretaries



Hemang M. Mehta
Proprietor
[C. P. No. 2554]
[FCS No. F-4965]



Place: Vadodara
Date: 09th August, 2014