

### Scrutinizer's Report

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

To,

The Chairman of 35<sup>th</sup> Annual General Meeting of the members of, Adhunik Industries Limited (the Company) to be held on 18<sup>th</sup> September, 2014 at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata – 700 017

Dear Sir,

I, Mohan Ram Goenka, Company Secretary in Practice and Partner at M R & Associates, have been Appointed by the Board of Directors of Adhunik Industries 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 provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 35<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on 18<sup>th</sup> September, 2014 at the Registered Office of the Company at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata – 700 017.

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 35<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.

2. Further to the above, I submit my Report as under:

(i) The e-voting period remained open from 11<sup>th</sup> September, 2014 (9:00 A.M.) (IST) to 13<sup>th</sup> September, 2014 (5:30 P.M.) (IST)

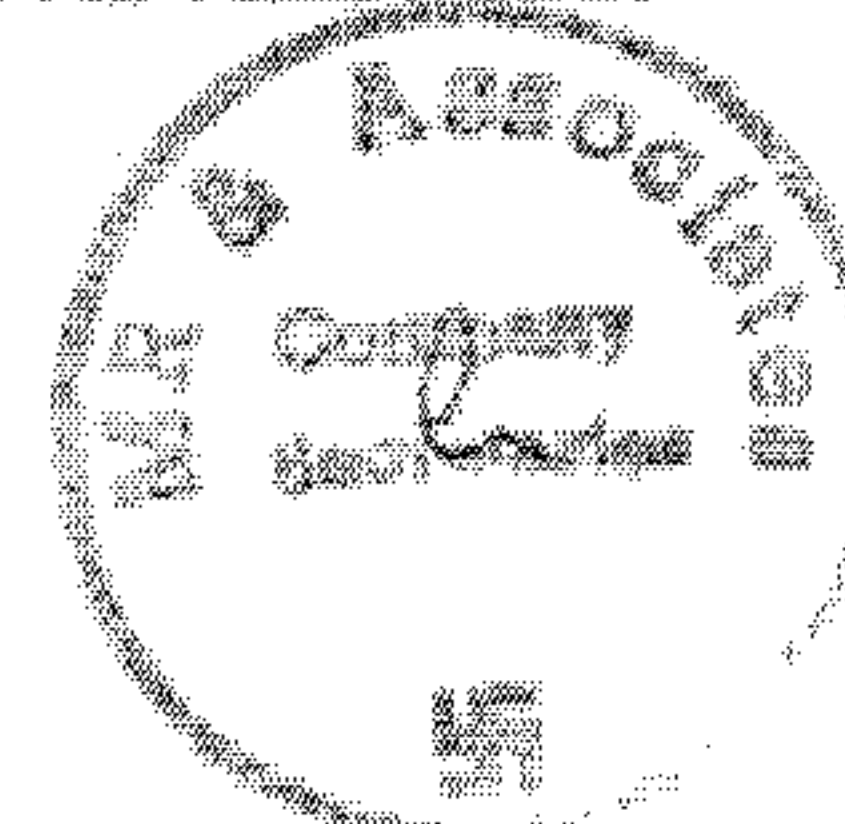
(ii) The member of the Company as on "cut off" date i.e. 16.08.2014 were entitled to vote on the resolutions. (Item No. 1 to 15 as set out in the notice of 35<sup>th</sup> AGM of the Company.)

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(III) The votes cast were unblocked on 15.09.2014 after completion of e-voting process in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Sneha Khaitan

Ms. Smita Mondal

(iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such report generated, the results of the e-voting is as under:

**Item No. 1:-**

Ordinary Resolution; To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014 and 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 the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 2:-

Ordinary Resolution; Appointment of Mr. Mohan Lal Agarwal (DIN: 01047906), who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

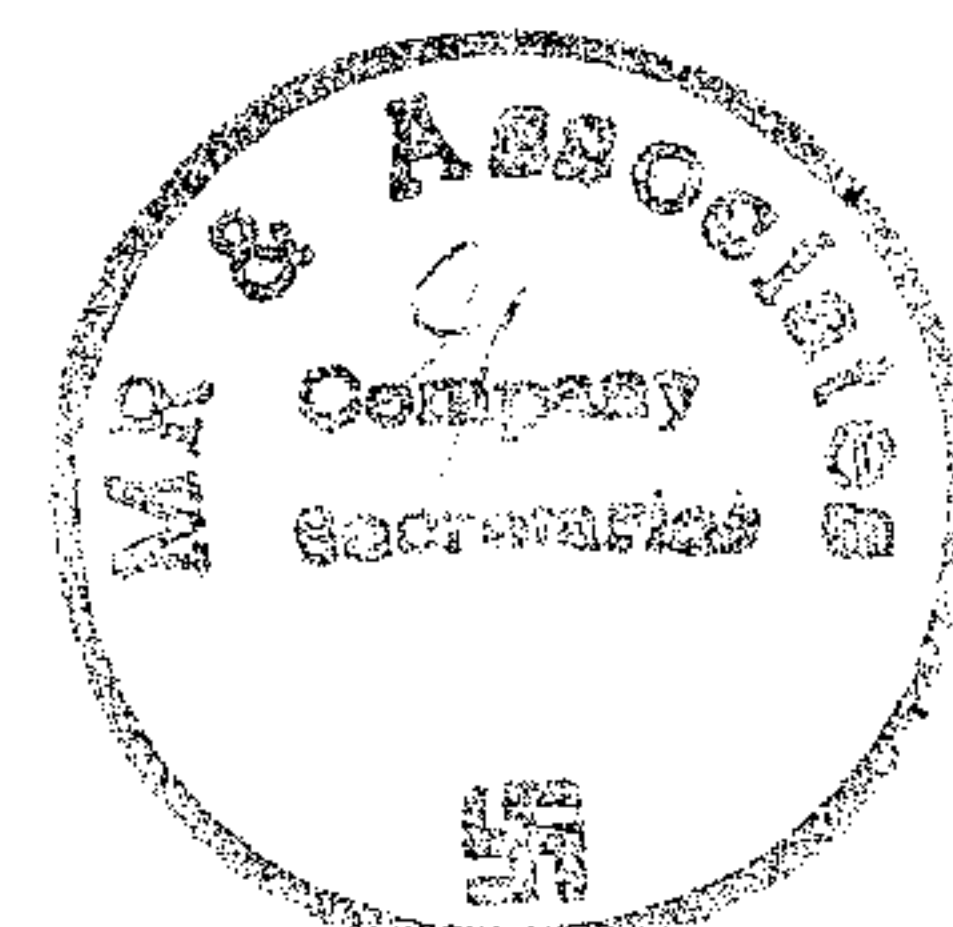
(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 3 :-

Ordinary Resolution; Appointment of Mr. Mahesh Kumar Agarwal (DIN: 00507690), who retires by rotation and being eligible, seeks re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 4 :-

Ordinary Resolution; To reappoint M/s. Sudhir Kumar Jain & Associates, Chartered Accountants (Registration No.- 318016E), as the Auditors of the Company

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

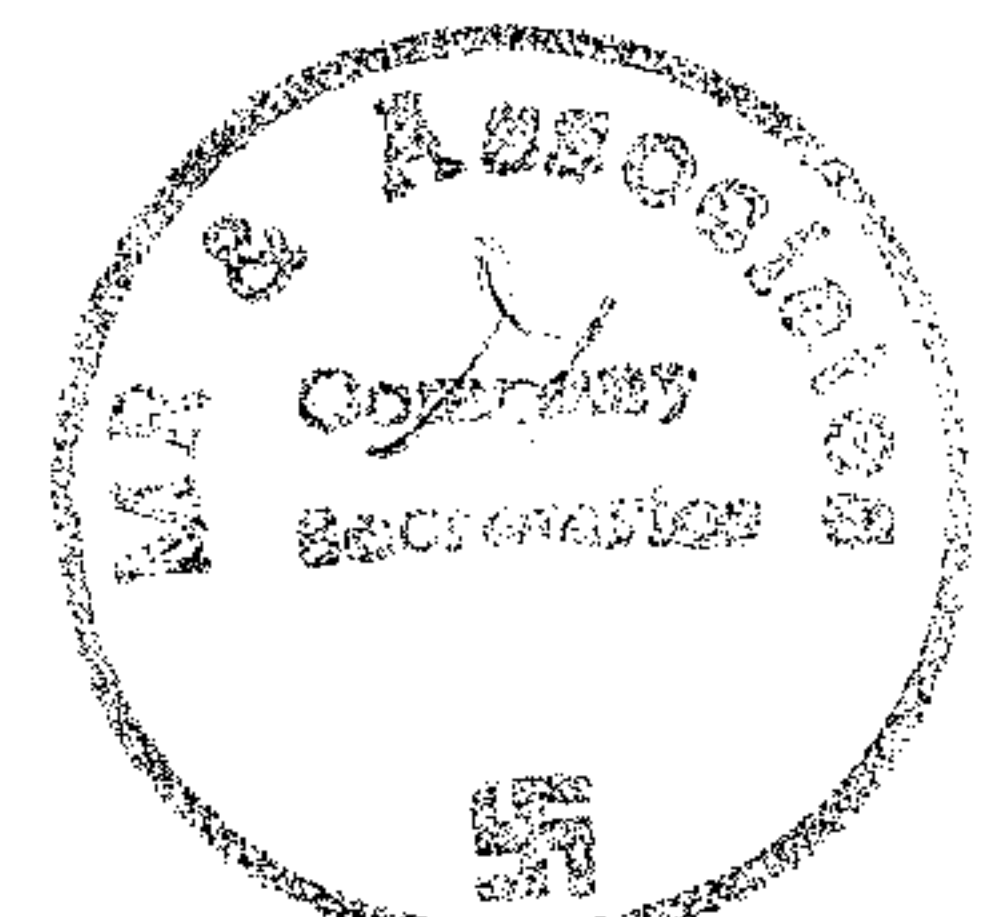
Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 5 :-

Ordinary Resolution; To approve appointment and remuneration of Cost Auditors for the financial year ending March 31, 2015

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

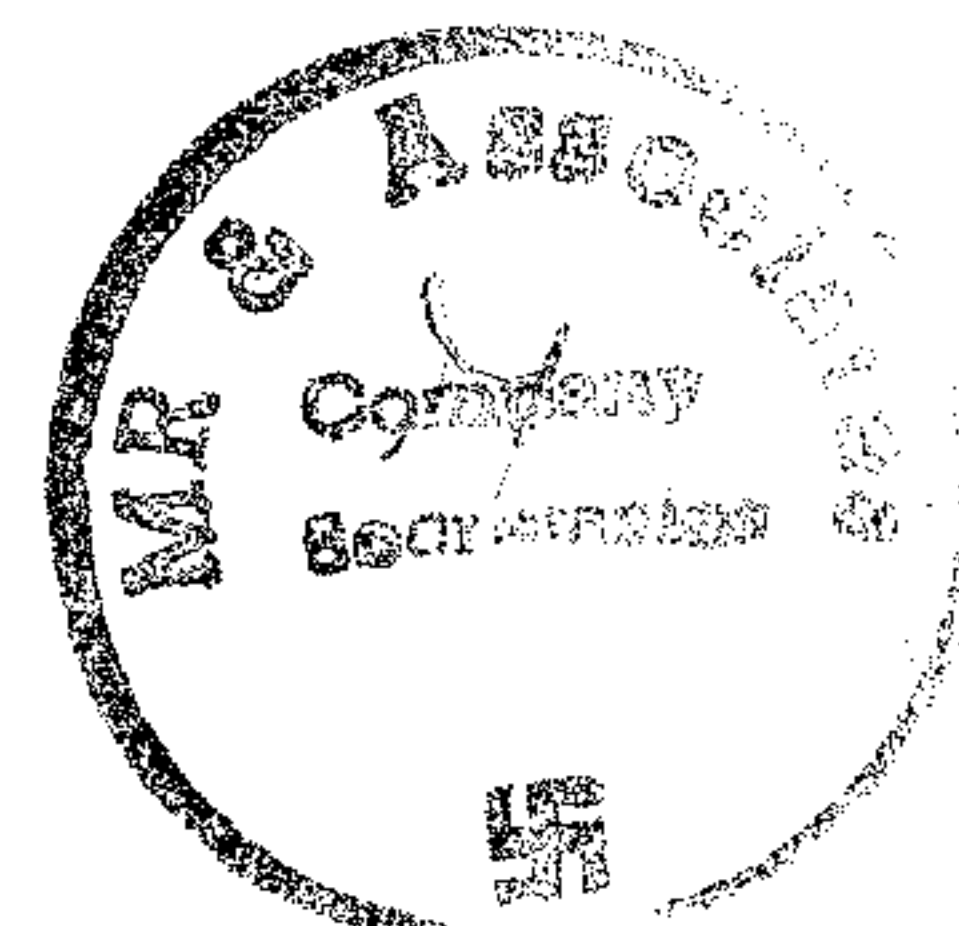
(iii) Invalid Votes :

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NIL	NIL

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Item No. 6 :-

Special Resolution; Authority to Board for Issue of Foreign Currency Convertible Bonds

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 7 :-

Ordinary Resolution; To increase the authorized capital of the Company from Rs. 50 Crores to Rs. 100 Crores

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 8 :-

Special Resolution; To alter the existing Clause V of the Memorandum of Association of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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**Item No. 9 :-**

Ordinary Resolution; To re-appointment of Shri Jugal Kishore Agarwal (DIN: 00227460) as Managing Director of the Company, for a period of 3 (Three) years with effect from November 30, 2014

**(i) Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

**(ii) Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

**(iii) Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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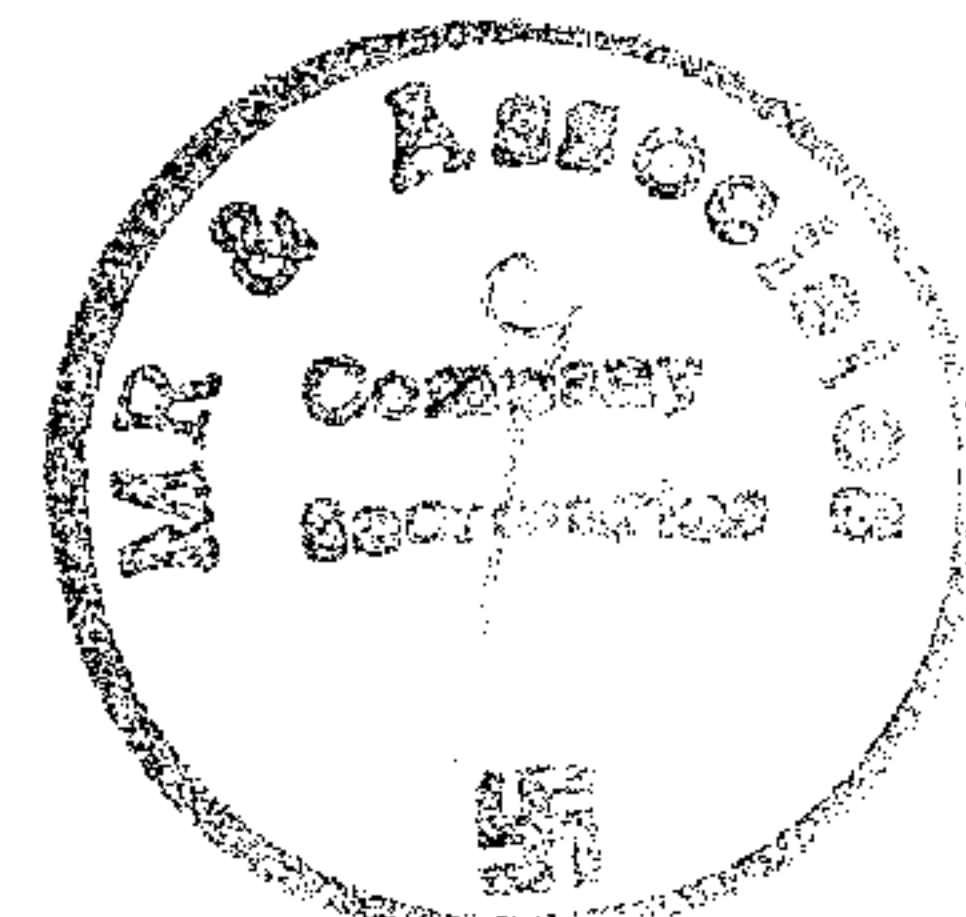
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Item No. 10 :-

Ordinary Resolution; To appoint Mr. Asit Baran Dasgupta (DIN: 02476594), as an Independent Director of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 11 :-

Ordinary Resolution; To appoint Mr. Shyam Bahadur Singh (DIN: 01982407), as an Independent Director of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 12 :-

Ordinary Resolution; To appoint Mr. Ashok Bector (DIN: 00582126), as an Independent Director of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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**Item No. 13 :-**

Special Resolution; Authority to the Board to create charge, lease etc. pursuant to section 180(1)(a) of the Companies Act 2013.

**(i) Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

**(ii) Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

**(iii) Invalid Votes :**

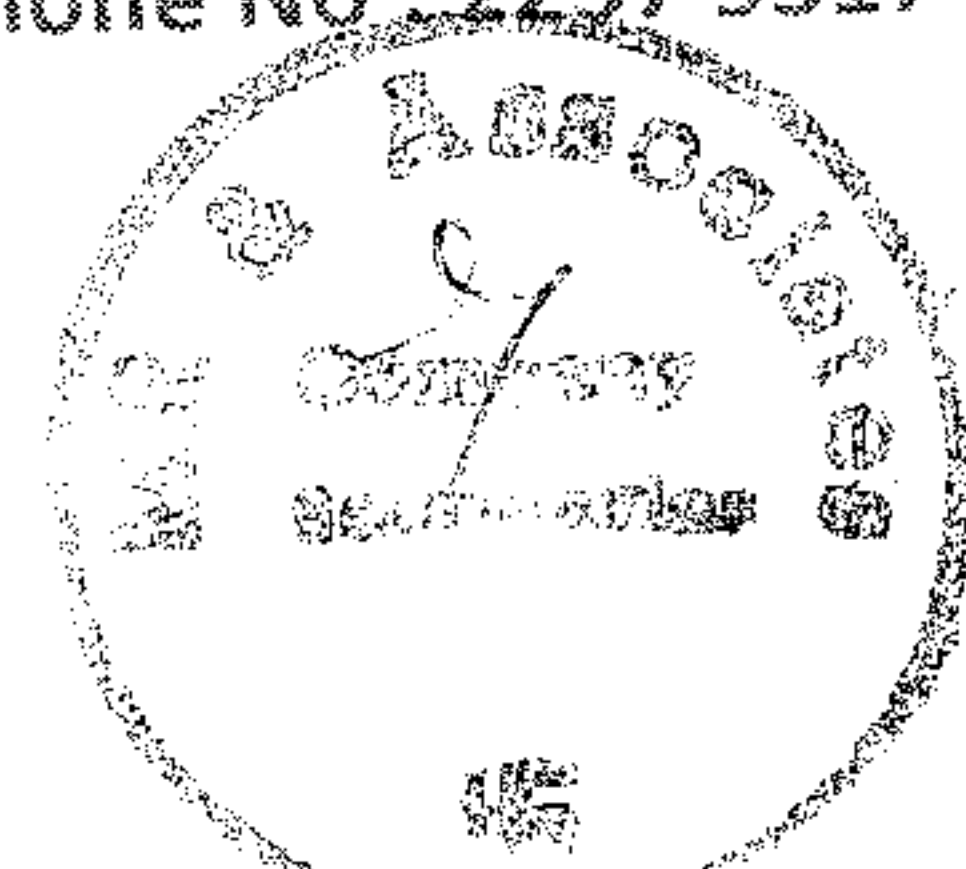
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NIL	NIL

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Item No. 14 :-

Special Resolution; Authority to Board to borrow monies pursuant to Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

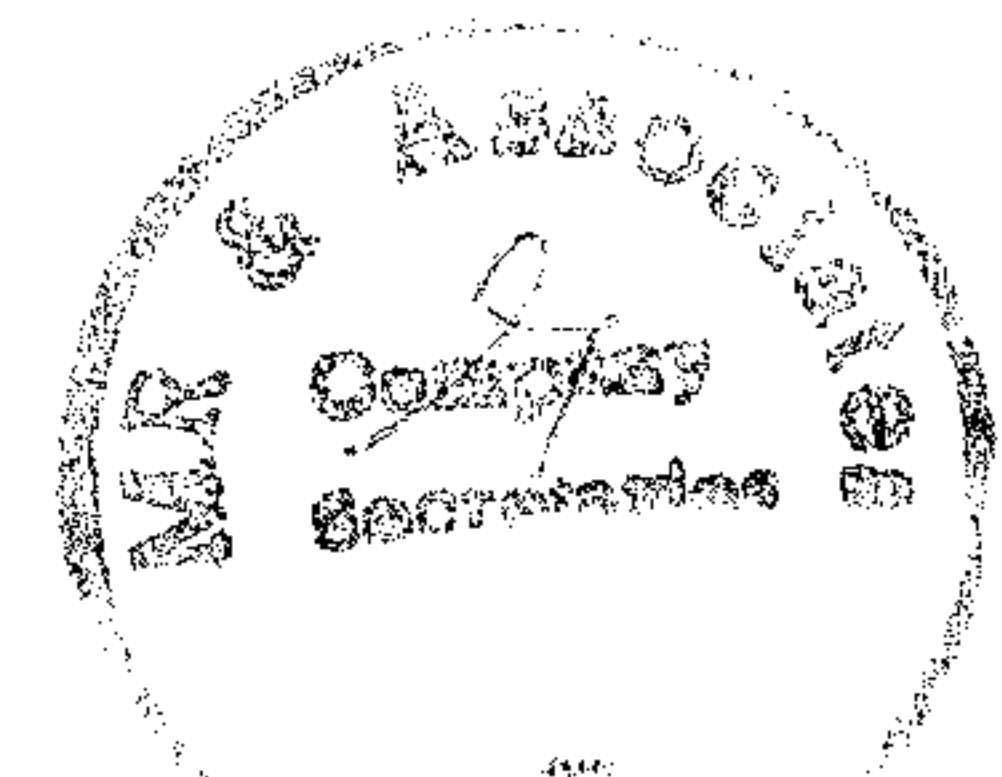
(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

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Item No. 15 :-

Special Resolution; To seek voluntary delisting of equity shares of the Company from Calcutta Stock Exchange Limited.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
42	46708829	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Thanking You,

Yours Faithfully,



Mohan Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551



Place: Kolkata

Date: 16<sup>th</sup> September, 2014

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