

Virendra Bhatt

Company Secretary

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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
RAJ RAYON INDUSTRIES LIMITED
Survey No. 177/1/3,
Village- Surangi,
Dist- Silvassa,
Dadra & Nagar Haveli (U.T.)- 396230.

SUBJECT: SCRUTINIZER'S REPORT ON THE ELETRONIC VOTING IN RESPECT OF MATTERS SET - OUT IN THE NOTICE OF 21ST ANNUAL GENERAL MEETING.

Dear Sir,

I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of **RAJ RAYON 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 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 Twenty First Annual General Meeting of the members of the Company, to be held on Tuesday, September 30, 2014 at 10.00 a.m. at the Registered office of the Company at Survey No. 177/1/3, Village- Surangi, Dist- Silvassa, Dadra & Nagar Haveli (U.T.)- 396230.

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 21st Annual General Meeting (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 resolution stated above, based on the reports 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.
2. Further to the above, I submit my report as under :-
 - i. The e-voting remained open from on 23rd September, 2014 (9.00 a.m.) to 25th September, 2014 (6.00 p.m.).



- ii. The members of the Company as on the " cut off " date i.e. 19th September, 2014 were entitled to vote on the resolutions .(Resolutions No. 1 to 10 as set out in the notice of the Twenty Fourth AGM of the Company)
- iii. The votes cast were unblocked on 25th September, 2014 around 6 p.m. in the presence of 2 witnesses, Rasna Patel and Dolly Mehta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Rasna Patel
Name: Rasna Patel

Signature: Dolly Mehta
Name: Dolly Mehta

- iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted "For" and "Against", each of the resolutions that were put to vote, generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com and based on such reports generated, the results of the e-voting is as under:.

A. Resolution No. 1:-

Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March,, 2014.

- (i). Voted in favour of the resolution:

Number of members voted	No of votes casted by them	% of total number of valid votes cast
18	104438414	99.98%

- (ii). Voted against the resolution:

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	22080	0.02%

- (iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

B. Resolution No. 2:-

Re-appointment of Mrs.Rajkumari Kanodia who retires by rotation

- (i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
17	104413414	99.95%



(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
3	47080	0.05%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

C. Resolution No.3:-

Appointment of M/s. K.M. Garg & Co., Chartered Accountants as the Auditors of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
18	104438414	99.98%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	22080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

D. Resolution No.4:-

Appointment of Mr. Suresh Gupta as an Independent Director

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
18	104438414	99.98%



(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	22080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

E. Resolution No.5:

Appointment of Mr. Pralhad Raj Jajodia as an Independent Director.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
17	104437414	99.98%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
3	23080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

F. Resolution No.6:-

Appointment of Mr. Naval Babulal Kanodia as a Whole-time Director

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
18	104438414	99.98%



(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	22080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

G. Resolution No.7:-

Special Resolution under Section 180 (1) (c) of the Companies Act 2013 for borrowing money upto Rs. 3500 crores over and above the aggregate of the paid up share capital and free reserves of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
17	104437414	99.98%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
3	23080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

H. Resolution No.8:-

Special Resolution under Section 180 (1) (a) of the Companies Act 2013 to create charge and/or mortgage whole or substantially whole of the Company's one or more undertakings

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
17	104437414	99.98%



(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
3	23080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

I. **Resolution No.9:-**

Approval of remuneration payable to Cost Auditor of the Company

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
18	104438414	99.98%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	22080	0.02%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

J. **Resolution No.10:-**

Approval under Section 188 (1) (f) of the Companies Act 2013 for appointment of Mr.Sushil Kumar Kanodia a relative of Director as Chief Executive Officer and Chief Financial Officer of the Company.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
17	104413414	99.95%



(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
3	47080	0.05%

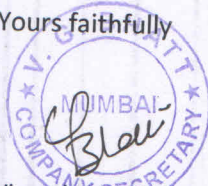
(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

Thanking You

Yours faithfully



Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157

Date: 26/09/2014

Place: Mumbai