

## SCRUTINIZER'S REPORT

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

To,  
Mr. Prakashchand Dalmia  
Chairman & Managing Director  
**Konark Synthetic Limited**  
Mittal Industrial Estate,  
Building No: 7, Saki Naka  
Andheri (East), Mumbai-400 059

Respected Sir,

**Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at Annual General Meeting to be held on 30<sup>th</sup> September, 2014**

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 14<sup>th</sup> August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 8 of the Notice of Annual General Meeting dated 14<sup>th</sup> August, 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 e-voting and voting through physical Assent/Dissent Forms on the resolutions contained in the notice of the 30<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and duly filed and signed physical Assent/Dissent forms received from the shareholders of the Company.
3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent of the Company and the list of beneficial owners by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 28<sup>th</sup> August, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31<sup>st</sup> March,





2014 was sent through courier on 1<sup>st</sup> September, 2014 and emailed to the shareholders at their registered addresses/email addresses.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mahanayak" on 11<sup>th</sup> September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Thursday, 18<sup>th</sup> September, 2014 (9:00 am) to Saturday, 20<sup>th</sup> September, 2014 (6:00 pm). The Company has also given physical Assent/Dissent Form to facilitate voting in physical mode by the shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL on 22<sup>nd</sup> September, 2014 in the presence of CS Priyanka Goenka and CS Shilpa Tiwari, who are not the employees of the Company.
7. The members casted their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company has also received voting through physical Assent/Dissent Form.
8. Summary of voting through e-voting process and physical Assent/Dissent Forms is as follows:

**8.1 Resolution No. 1**

Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>

**Result: May be considered passed with requisite majority.**



8.2 Resolution No. 2

Particulars	Ordinary Resolution for appointment of a director in place of Mr. Prakashchand Dalmia, Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	12	3040372	2982871	2982766	105
<b>Total</b>	<b>17</b>	<b>16</b>	<b>4737225</b>	<b>4679724</b>	<b>4679719</b>	<b>105</b>
*Note: Voting by interested member excluded						
Result: May be considered passed with requisite majority.						

8.3 Resolution No. 3

Particulars	Ordinary Resolution for re-appointment of M/s. Bhuwania & Agrawal Associates, Chartered Accountants (having FRN 101483W), Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>
Result: May be considered passed with requisite majority.						





8.4 Resolution No. 4

Particulars	Ordinary Resolution for appointment of Mr. Mahendra Agarwal as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>
Result: May be considered passed with requisite majority.						

8.5 Resolution No. 5

Particulars	Ordinary Resolution for appointment Mr. Satish Deshmukh as an Independent Director of the Company to hold office as such upto 31 <sup>st</sup> March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>
Result: May be considered passed with requisite majority.						



8.6 Resolution No. 6

Particulars	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for increase in borrowing powers of the Company upto ₹ 500 Crores.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>
Result: May be considered passed with requisite majority.						

8.7 Resolution No. 7

Particulars	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize Board of Directors of the Company to create mortgages/charges/hypothecation on all or any of the immovable and movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>
Result: May be considered passed with requisite majority.						



8.8 Resolution No. 8

Particulars	Special Resolution for adoption of new set of Articles of Association of the Company.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	4	4	1696853	1696853	1696853	0
E-voting	13	13	3040372	3040372	3040267	105
<b>Total</b>	<b>17</b>	<b>17</b>	<b>4737225</b>	<b>4737225</b>	<b>4737120</b>	<b>105</b>
<b>Result: May be considered passed with requisite majority.</b>						

9. You may accordingly declare the result at the Annual General Meeting to be held on 30<sup>th</sup> September, 2014.

Place: Mumbai

Date: 26<sup>th</sup> September, 2014

For Manish Ghia & Associates  
 Company Secretaries  
  
 CS Manish L. Ghia  
 Partner  
 M. No. FCS 6252 C.P. No. 3531

