



Scrutinizer's Report

[Pursuant to section 108 and section 110 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and Clause 35B of the Listing agreement]

To,

Mr. Jayesh Mehta
Chairman & Managing Director
CHANDNI TEXTILES ENGINEERING INDUSTRIES LTD
110, T.V. Industrial Estate,
52 S.K. Ahire Marg, Worli,
Mumbai-400030

1. I, **Mr. Bharat Upadhyay**, Practicing Company Secretary, of Mumbai have been appointed as the Scrutinizer by the Board of Directors of **CHANDNI TEXTILES ENGINEERING INDUSTRIES LTD** at its meeting held on August 27, 2015 for the purpose of scrutinizing the Postal Ballot process and e-voting for passing the following resolution as Special resolution:

Item No. 1:

To alter the Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modifications or enactments thereof, for the time being in force) and subject to such approvals as may be necessary or required, the OBJECTS CLAUSE appearing in Clause III of the Memorandum of Association be altered in the following manner:

- a) The following new sub-clauses 5,6,7,8 be inserted in the MAIN OBJECT clause of the Memorandum of Association after the existing sub-clause 4 in Clause III (A)

5. To Carry on business of manufacturing, processing, extrusioning, moulding, colouring, dipping, processing, exporting, importing, buying, selling, dealing as agents, distributors, and dealers in plastic materials, articles, goods, products, crates, pallets, appliances, containers, packing materials, toys, bottles,

footwears, plastic, furniture, pipe, and fittings bangles, storage tanks, made from plastic materials, resins, rubber materials including polythelene, cellulose acetate, moulding powder, polystyrene, cellulose acetate, moulding powder, polystyrene, PET, polyvinyl, chloride, polypropytene, and copolymer epoxy resins composites, thermosetting, thermoplastics materials, polyol, isocyanate to be used by consumers, industrial, house hold, government, commercial, railway or for defence needs and purposes.

6. To carry on the business of manufacturers of and dealers in all kinds of moulds and of plastic material, injection moulding, extrusion moulding, stretch moulding, blow mouldings.
7. To carry on the business of manufacturers, assembling, repairing, buying, selling, reselling, exchanging, altering, importing, exporting, hiring or letting on hire or distributing or dealing in all kinds injection moulding machines.
8. To carry on the business of manufacturers, assembling, repairing, buying, selling, reselling, exchanging, altering, importing, exporting, hiring or letting on hire or distributing or dealing in all kinds of engineering components and used machines.

b) The following new sub-clauses 37, 38 be inserted after the existing sub-clause 4 in 'Clause III (B)' of the Memorandum of Association of the Company

37. To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).
38. To invest, acquire, subscribe, purchase, hold , sell, divest or otherwise deal in securities, financial instruments, financial products, shares, scrips, stocks, equity/ index linked securities, units, bonds, commercial papers, acknowledgements , deposits, notes, obligations, warrants, government securities, loans, loan certificates, all kinds of derivatives including interest derivatives, futures, forwards, options, calls, swaps, rights or interest in securities, foreign currencies, carbon credits, financial securities and any other securities issued by any entity whether for the purpose of hedging, arbitrage, or for any other purpose.

c) The following sub-clause 54 be removed from Clause III (C) and included in 'Clause III (B)' as sub-clause 39 of the Memorandum of Association of the Company

39. To carry on in India or elsewhere the business of builders, contractors, designers, developers, infrastructure developers, constructions, financiers and brokers of all types of building and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, convention centre, amusement parks, shopping cum residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair,

demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialize turn to account, fabricate, handle and control all such buildings and structures, and to purchase, sale or deal in all types of moveable or immovable properties for development, investment, or to resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories, know how, consumables, plants and machineries, tools and tackles used for the foregoing purposes.

- d) The Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting all the existing clauses III (C) 37 to III (C) 53.

RESOLVED FURTHER THAT Mr. Jayesh R Mehta, Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai”

Item No. 2:

Adoption of new set of Articles of Association of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Jayesh R Mehta, Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai”

Item No. 3:

To approve Borrowing Limits of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money as they deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies

already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors of the Company and which shall not exceed ₹ 300,00,00,000/- (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the above resolution."

Item No. 4:

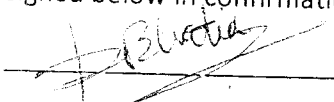
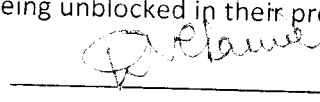
To Create Charge on the assets of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the above resolution."

2. I have given my consent to act as Scrutinizer vide letter dated August 26, 2015. At the meeting of the Board held on August 27, 2015 of **CHANDNI TEXTILES ENGINEERING INDUSTRIES LTD**, Mr. **J.R. Mehta**, Chairman & Managing Director, and Ms. Gayatri Valan, Company Secretary were made responsible for the entire postal ballot process and were jointly and severally authorized to do all things and to take all incidental and necessary steps for the postal ballot process
3. The Company has provided the e-voting facility through Central Depository Services (India) Limited ('CDSL') on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
4. The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

5. The Company has dispatched the Ballot Form on September 05, 2015 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on August 28, 2015 and to those members who became the members subsequent to dispatch of Ballot Form and were members as on cut-off date and asked for the same.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
7. Scrutiny of ballots commenced on October 6th, 2015 in my presence and completed on October 6th, 2015.
8. Envelopes containing ballot forms received after 5:00 p.m. on October 05, 2015 were not considered for my scrutiny.
9. The e-voting commenced from September 06, 2015 (10:00 a.m.) and ended on October 05, 2015 (5:00 p.m.).
10. The votes cast were unblocked in the presence of 2 witnesses, that is, Ms. Deepali Bhatia and Ms. Devika Vekaria, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


11. I have not found any defaced or mutilated ballot paper.
12. The issued, subscribed and paid up equity capital is Rs. 161,372,630/- comprising of 161,372,630 Equity shares of Re. 1/- each. As on the record date August 28, 2015 there were 3748 members.

On September 05, 2015 the Company completed dispatch of Notice dated August 27, 2015 containing the proposed Resolution along with the Explanatory Statement:

- (1) to 1348 members by emailing the same to their email address registered against their account and
- (2) to 2400 members by posting the same by Speed Post / Registered Post along with the Postal Ballot Form and self-addressed postage prepaid envelope through Balaji Courier Services Pvt Ltd .

Out of total 3748 members, 21 members cast their votes by e-voting and 11 members by Postal Ballot Forms.

- 12.1 The combined result of Postal Ballot through e-voting and postal ballot forms is as under in respect of resolution:

Resolution- 1. To alter the Object Clause of the Memorandum of Association of the Company

Out of the 11 Postal Ballot Forms, 2 Postal Ballot Forms comprising of 60,000 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No-1

Particulars	Number of			Number of Votes contained in			Percentage Total
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	
Assent	9	17	26	72851	102958534	103031385	99.99%
Dissent	0	4	4	0	10550	10550	0.01%
Total	9	21	30	72851	102969084	103041935	100%

Resolution - 2. Adoption of new set of Articles of Association of the Company

Out of the 11 Postal Ballot Forms, 2 Postal Ballot Forms comprising of 60,000 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorization not attached in case of voting by body corporate in respect of Resolution No-2

Particulars	Number of			Number of Votes contained in			Percentage Total
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	
Assent	9	17	26	72851	102958534	103031385	99.99%
Dissent	0	4	4	0	10550	10550	0.01%
Total	9	21	30	72851	102969084	103041935	100%

Resolution - 3. To approve Borrowing Limits of the Company

Out of the 11 Postal Ballot Forms, 2 Postal Ballot Forms comprising of 60,000 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No-3

Particulars	Number of			Number of Votes contained in			Percentage Total
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	
Assent	9	17	26	72851	102958534	103031385	99.99%
Dissent	0	4	4	0	10550	10550	0.01%
Total	9	21	30	72851	102969084	103041935	100%

Resolution - 4. To Create Charge on the assets of the Company

Out of the 11 Postal Ballot Forms, 2 Postal Ballot Forms comprising of 60,000 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No-4

Particulars	Number of			Number of Votes contained in			Percentage Total
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	
Assent	9	17	26	72851	102958534	103031385	99.99%
Dissent	0	4	4	0	10550	10550	0.01%
Total	9	21	30	72851	102969084	103041935	100%

12.2 In view of the above results, I hereby certify that the Special Resolutions proposed at Item No. 1, 2, 3 and 4 of Notice dated August 27, 2015 have been passed with requisite majority.


13. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting, Postal Ballot Form received through post shall remain in our safe custody until the same would thereafter be handed over to Ms. Gayatri Valan –Company Secretary for safe keeping.

You may accordingly declare the result of Postal Ballot.

Thanking you,

Place: Mumbai
Date: October 6th, 2015

Yours' faithfully,


Bharat Upadhyay, FCS-5436
Practicing Company Secretary
Scrutinizer for Ballot form and E-voting

Chandni Textiles Engineering Industries Limited
Voting Results of Postal Ballot/E - voting as per Clause 35A of the Listing Agreement

Sr. No.	Resolutions	Promoter / Public	No. of shares held	No. of votes polled	% of votes Polled on Outstanding shares	No. of votes in favour	No. of votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Special Resolution to alter the Object Clause of Memorandum of Association of the Company	Promoter and Promoter Group	75,034,385	75,034,285	99.99	75,034,285	0	100.00	0
		Public - Institutional Holders	4,000	0	0	0	0	0	0
		Public - Others	86,334,245	28,007,650	32.44	27,997,100	10,550	99.99	0.01
		Total	161,372,630	103,041,935	63.85	103,031,385	10,550	99.99	0.01
2	Special Resolution to adopt new set of Articles of Association of the Company	Promoter and Promoter Group	75,034,385	75,034,285	99.99	75,034,285	0	100.00	0
		Public - Institutional Holders	4,000	0	0	0	0	0	0
		Public - Others	86,334,245	28,007,650	32.44	27,997,100	10,550	99.99	0.01
		Total	161,372,630	103,041,935	63.85	103,031,385	10,550	99.99	0.01
3	Special Resolution to Approve Borrowing Limits of the Company	Promoter and Promoter Group	75,034,385	75,034,285	99.99	75,034,285	0	100.00	0
		Public - Institutional Holders	4,000	0	0	0	0	0	0
		Public - Others	86,334,245	28,007,650	32.44	27,997,100	10,550	99.99	0.01
		Total	161,372,630	103,041,935	63.85	103,031,385	10,550	99.99	0.01
4	Special Resolution for Creation of Charge on the Assets of the Company	Promoter and Promoter Group	75,034,385	75,034,285	99.99	75,034,285	0	100.00	0
		Public - Institutional Holders	4,000	0	0	0	0	0	0
		Public - Others	86,334,245	28,007,650	32.44	27,997,100	10,550	99.99	0.01
		Total	161,372,630	103,041,935	63.85	103,031,385	10,550	99.99	0.01

For Chandni Textiles Engineering Industries Ltd


Gayatri Malan
Company Secretary