

P. NAITHANI & ASSOCIATES

COMPANY SECRETARIES

601, A Wing, Venus Tower, Above Axis Bank, Veera Desai Road, Andheri (W), Mumbai-400053.

Tel: 022 2674476 / 64291076; Mob: 98204 00325; email: cs@careerimpact.in.

FORM MGT-13 Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

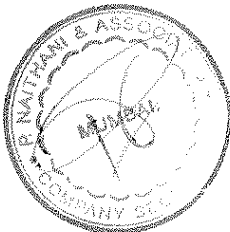
To,

The Chairman
Annual General Meeting of the Equity
Shareholders of Siyaram Silk Mills Limited,
held on 27th September, 2014 at 11 a.m.
at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Thane – 401 506, Maharashtra.

Dear Sir,

I, Prasen Naithani appointed as a Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Siyaram Silk Mills Limited, held on 27th September, 2014 at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Thane – 401 506, Maharashtra submit our report as under:

1. After the time fixed for closing of the poll by the chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agents of the company and the authorization/proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:
 - a) **Resolution 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon as an **Ordinary Resolution.**



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

b) Resolution 2: To declare final dividend as an Ordinary Resolution

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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9	9526
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c) **Resolution 3:** To appoint a Director in place of Shri. Shrikishan D. Poddar (DIN 00160323), who retires by rotation and being eligible, offers himself for re-appointment as an **Ordinary Resolution**.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
78	1523240	100

(i) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

d) **Resolution 4:** To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting as an **Ordinary Resolution**.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



NIL	NIL	NIL
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(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

e) **Resolution 5:** To Regularize appointment of Shri. Tarun Kumar Govil (DIN 06924673), in the meeting as an Independent Director as an **Ordinary Resolution.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

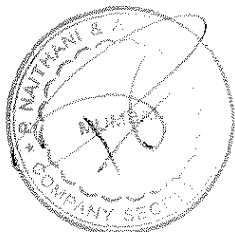
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

f) **Resolution 6 :** To Regularize appointment of Smt. Ashadevi R. Poddar (DIN 00169841), as a Director & also appoint as Whole time Director as well as fix remuneration as an **Ordinary Resolution.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	1790237	100

(i) Voted **against** the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

g) Resolution 7: Appointment of Shri.(Prof.) Mangesh D. Teli (DIN 00218899) as an Independent director as an **Ordinary Resolution.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

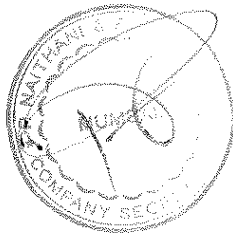
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

h) Resolution 8 : Appointment of Shri. Shailesh S. Vaidya (DIN 00002273), as an Independent Director as an **Ordinary Resolution.**

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



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

i) **Resolution 9:** Appointment of Shri. Ashok N. Garodia (DIN 00206017), as an Independent Director as an **Ordinary Resolution.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

j) **Resolution 10:** Appointment of Shri. Dileep H. Shinde (DIN 00270687), as an Independent Director as an **Ordinary Resolution.**



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

k) Resolution 11: Appointment of Shri. Pramod S. Jalan (DIN 00215144), as an Independent Director as an **Ordinary Resolution**.

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

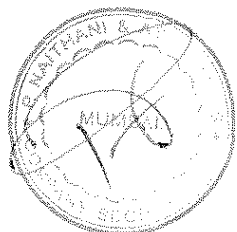
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes	Total number of votes cast by them
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were declared invalid	
9	9526

l) Resolution 12: Appointment of Shri. Harish N. Motiwalla (DIN 00029835), as an Independent Director as an **Ordinary Resolution.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

m) Resolution 13: Limit for borrowing of funds under section 180 (1) (c) of the Companies Act, 2013, not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) as a **Special Resolution.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



person or by proxy)		
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

a) **Resolution 14:** Creation of Charge / Mortgage on Assets / Undertakings of the company under section 180(1)(a) of the Companies Act, 2013 not to exceed the limit of Rs. 500 Crores (Rupees Five Hundred Crores only) as a **Special Resolution**.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
103	6515664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

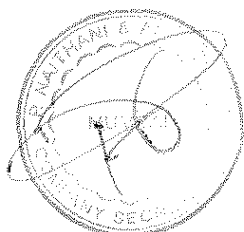
(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

n) **Resolution 15:** To consider and approve related party transaction under section 188 of the Act, not exceeding amount of Rs 60/- Crores (Rupees Sixty Crores only) with M/s. Balkrishna Synthetics Limited as a **Special Resolution**.

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

Number of members	Number of votes cast by	% of total number of
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present and voting (in person or by proxy)	them	valid votes cast
54	228861	100

(i) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) **Invalid Votes:**


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9526

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll and all other relevant records were sealed and handed over to the Company Secretary / director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Vapi
Date: 27th September, 2014

For P. Naithani & Associates
Company Secretaries

P. Naithani
FCS No. 3830 CP. No. 3389