

# **P. NAITHANI & ASSOCIATES**

## **COMPANY SECRETARIES**

601, A Wing, Venus Tower, Above Axis Bank, Veera Desai Road, Andheri (W), Mumbai-400053.  
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To,  
The Chairman  
Siyaram Silk Mills Limited  
Plot No. G-4/1(A), MIDC,  
Tarapur, Boisar,  
Dist. Thane – 401 506,  
Maharashtra

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management and Administration) Rules, 2014.**

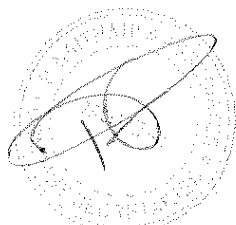
1. I, Prasen Naithani, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the company vide Board resolution dated 30<sup>th</sup> July, 2014 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the electronic voting process.
2. As required under section 101 and 108 of the Act, Notice dated 30<sup>th</sup> July, 2014, along with Explanatory Statement under Section 102 of the Act were sent to the shareholders in respect of the items of business mentioned therein to be passed at the Annual General Meeting of the company to be held on 27<sup>th</sup> September, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Ltd.(NSDL) for conducting e-voting by shareholders of the company. The voting period commenced on 17<sup>th</sup> September, 2014 at 9.00 a.m. and ended on 19<sup>th</sup> September, 2014 at 9.00 p.m and the NSDL e-voting platform was blocked thereafter.

3. I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means in respect of the following items of business which is as under:

Reso- lution No.	Particulars	In favour of the Resolution			Against the Resolution		
		No. of share- holde rs	No. of Shares/ e-votes	% of shares/e- votes received	No. of share- holde rs	No. of share s/ e- votes	% of shares/e- votes received
1	<b>Ordinary Resolution-</b> To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014 the Statement of	43	575125	100	0	0	0



	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						
2	<b>Ordinary Resolution-</b> To declare final dividend	43	575125	100	0	0	0
3	<b>Ordinary Resolution-</b> 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	41	574824	100	0	0	0
4	<b>Ordinary Resolution-</b> To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting.	42	575124	100	0	0	0
5	<b>Ordinary Resolution –</b> To Regularize appointment of Shri. Tarun Kumar Govil (DIN 06924673), in the meeting as an Independent Director	41	575074	99.99	1	50	0.01
6	<b>Ordinary Resolution –</b> To Regularize appointment of Smt. Ashadevi R. Poddar (DIN 00169841), as a Director & also appoint as Whole time Director as well as fix remuneration.	42	575124	100	0	0	0
7	<b>Ordinary Resolution –</b> Appointment of Shri.(Prof.) Mangesh D. Teli (DIN 00218899) as an Independent director.	42	575124	100	0	0	0
8	<b>Ordinary Resolution –</b> Appointment of Shri. Shailesh S. Vaidya (DIN 00002273), as an Independent Director.	41	574824	100	0	0	0
9	<b>Ordinary Resolution –</b> Appointment of Shri. Ashok N. Garodia (DIN 00206017), as an Independent Director.	42	575124	100	0	0	0
10	<b>Ordinary Resolution –</b> Appointment of Shri. Dileep H. Shinde (DIN 00270687), as an Independent Director.	42	575075	99.99	1	50	0.01

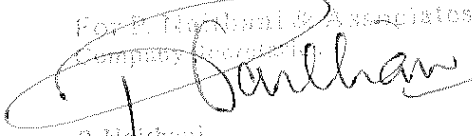


11	<b>Ordinary Resolution</b> – Appointment of Shri. Pramod S. Jalan (DIN 00215144), as an Independent Director.	40	565625	99.99	1	50	0.01
12	<b>Ordinary Resolution</b> – Appointment of Shri. Harish N. Motiwalla (DIN 00029835), as an Independent Director.	43	575125	100	0	0	0
13	<b>Special Resolution</b> – 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).	41	575055	99.99	2	70	0.01
14	<b>Special Resolution-</b> 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).	42	575105	100	1	20	0.00
15	<b>Special Resolution-</b> 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.	44	731457	100	0	0	0

4. The aforesaid results of e-voting for the items of business as set out in Notice dated 30.07.2014 may accordingly be declared by the Chairman.

Thanking you,

Place: Mumbai  
Dated: 22<sup>nd</sup> September, 2014

For P. Naithani & Associates  
Company Secretaries  
  
P. Naithani  
FCS No. 3830 CP. No. 1389