

## **REPORT OF SCRUTINIZER IN RESPECT OF E-VOTING PROCESS**

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

To,

*The Chairman*

**YARN SYNDICATE LIMITED**  
**86/2/4, S.N. Banerjee Road**  
**1<sup>st</sup> Floor, Flat No. 2**  
**Kolkata - 700014**

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 Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rule'), as amended, in respect of 68<sup>th</sup> Annual General Meeting of Equity Shareholders of Yarn Syndicate Limited to be held on Friday, 26<sup>th</sup> September, 2014 at 10.00 A.M.**

I, Sweety Kapoor, Practicing Company Secretary, had been appointed by the Board of Directors of Yarn Syndicate Limited ('the Company') vide its resolution dated May 30, 2014, pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35 B of the Listing Agreement as the Scrutinizer to conduct the electronic voting process in respect of below mentioned resolutions proposed to be passed at the Annual General Meeting ('AGM') of the Equity Shareholders of the Company to be held on September 26, 2014.

The Management of the Company is responsible to compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the notice convening the aforesaid AGM. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facility and engaged by the Company.



The Notice dated May 30, 2014 convening AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of below mentioned resolutions proposed to be passed at the said AGM of the Equity Shareholders of the Company to be held on September 26, 2014.

The shareholders of the Company holding shares as on the "cut-off" date of August 22, 2014, were entitled to vote on proposed resolutions as set at Item No.(s) 1 to 4 in the Notice of the AGM of the Equity Shareholders of the Company.

The e-voting period commenced on Saturday, September 20, 2014 at 9.30 A.M and ended on Monday, September 22, 2014 at 5:30 P.M and the NSDL e-voting platform was blocked thereafter. The votes were unblocked on 23<sup>rd</sup> September, 2014 around 3.00 P.M. in the presence of two witnesses Mr. Bhagwat Nayak residing at 6, Old China Bazar Street, Kolkata-700001 and Miss. Shalini Agarwal, residing at P-30, Prafulla Nagar Colony, Sumukul Apartment, Kolkata - 700064 who are not in the employment of the Company.

Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). All the votes casted electronically during the said period have been taken into consideration for the purpose of our report.

I had scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the NSDL e-voting system.

I now submit my Report as under on the result of the voting through electronic means in respect of the said resolution(s):



Item No. of Notice	Particulars and Type of Resolution	No. of folios casting the votes	Votes in favour of the resolution		Votes against the resolution	
			Number of Votes Cast in favour of the Resolution	% of the total number of votes cast	Number of Votes Cast against the Resolution.	% of the total number of votes cast
Item No. 1	<b><u>ORDINARY RESOLUTION</u></b> Adoption of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31 <sup>st</sup> March, 2014, the Report of Board of Directors and Auditors thereon.	3	204,152	99.9990	2	0.0010
Item No. 2	<b><u>ORDINARY RESOLUTION</u></b> Re-appointment of Shri Devendra Kumar Jhunjhunwala retiring by rotation.	3	204,152	99.9990	2	0.0010
Item No. 3	<b><u>ORDINARY RESOLUTION</u></b> To appoint M/s. Lodha & Co., as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company.	3	204,152	99.9990	2	0.0010
Item No. 4	<b><u>SPECIAL RESOLUTION</u></b> To approve borrowing money(ies) for the business of the Company pursuant to Section 180(1)( c) of the Companies Act, 2013	3	204,152	99.9990	2	0.0010



The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman of the Company or any other person authorized by him in due course for safe keeping.

Thanking you,

Yours faithfully,

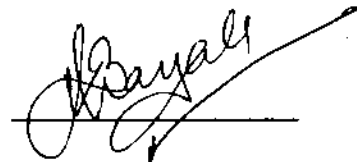
Place: Kolkata

Date: 23<sup>rd</sup> September, 2014

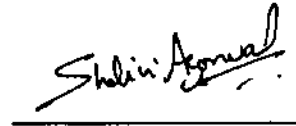


**SWEETY KAPOOR**  
Practising Company Secretary  
FCS No. 6410, C.P. No: 5738

We the undersigned witnesseth that the votes were unblocked of Yarn Syndicate Limited from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence around 3:00 P.M. 23<sup>rd</sup> September, 2014 at the office of the Scrutinizer.



**Mr. Bhagwat Nayak**  
6, Old China Bazar Street,  
Kolkata- 700001



**Miss Shalini Agarwal**  
P-30, Prafulla Nagar Colony,  
Sumukul Apartment,  
Kolkata- 700064

