

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & PHYSICAL BALLOT FORM**

To,  
The Chairman,

**BLUE PEARL TEXSPIN LIMITED**  
32, Vyapar Bhavan, 49,  
P.D.Mello Road,  
Mumbai - 400 009.

**Sub.: Consolidated Scrutinizer's Report for remote e-voting/Physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and voting at the Twenty Fourth Annual General Meeting of Blue Pearl Texspin Limited held on Friday 30<sup>th</sup> September, 2016 at 10:00 a.m.**

Dear Sir,

I, Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Blue Pearl Texspin Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to conduct the remote e-voting process and to scrutinize the Physical Ballot forms received from the shareholders in respect of the below mentioned resolutions passed at Twenty Forth Annual General Meeting of the Company on 30<sup>th</sup> September, 2016 at 10:00 a.m.

The voting rights were reckoned as on Friday the 23<sup>rd</sup> September, 2016 being the Cutoff date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Tuesday the 27<sup>th</sup> September, 2016 (9.00 a.m. IST) to Thursday the 29<sup>th</sup> September, 2016 (5.00 p.m. IST) at the said Annual General Meeting held on Friday the 30<sup>th</sup> September, 2016.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting the votes cast there under were counted.

The Company had also provided voting facility to the shareholder's present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.



The particulars of all Physical Ballots and Electronic votes received from/ cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.

The Physical Ballot Forms were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company as on 23<sup>rd</sup> September, 2016.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the Physical ballot forms received respectively.

I now submit my consolidated Report as under on the results of the remote e-voting/Physical Ballot forms and voting in respect of the said Resolutions.

- Date of the AGM : September 30, 2016
- Total Number of shareholders on Record Date : 8577

No of Shareholders present in the meeting either in person or through proxy:

Promoter and Promoter Group	0
Public	37

No. of Shareholders attended the meeting through Video Conferencing:

Promoter and Promoter Group	NA
Public	NA



**Item No. 1: As an Ordinary Resolution:**

**To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors' and Auditors' thereon.**

Resolution required (Ordinary/Special)					Ordinary			
Whether promoter/Promoter group are interested in the agenda/resolution					Not Interested			
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter group</b>	E-voting	1107190	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1107190</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	E-voting	14700	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>14700</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Non Institutions</b>	E-voting	3998110	595175	14.89	595080	95	99.98	0.02
	Poll*		6100	0.15	6100	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>3998110</b>	<b>601275</b>	<b>15.04</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>5120000</b>	<b>601275</b>	<b>11.74</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>

*\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



**Item No. 2: As an Ordinary Resolution:**

**To appoint a Director in place of Mr. Navinchandra Shah (DIN: 05178793), who retires by rotation and being eligible, offers himself for re-appointment**

Resolution required (Ordinary/Special)					Ordinary			
Whether promoter/Promoter group are interested in the agenda/resolution					Interested			
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	1107190	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1107190</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	14700	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>14700</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	3998110	595175	14.89	595080	95	99.98	0.02
	Poll*		6100	0.15	6100	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>3998110</b>	<b>601275</b>	<b>15.04</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>5120000</b>	<b>601275</b>	<b>11.74</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>

\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



**Item No. 3: As an Ordinary Resolution:**

**To ratify appointment of C.P.Jaria & Co., Chartered Accountants (Firm Registration No.- 104058W), Statutory Auditors of the Company for the year 2016-17 and to fix their remuneration.**

Resolution required (Ordinary/Special)					Ordinary			
Whether promoter/Promoter group are interested in the agenda/resolution					Not Interested			
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% of votes against on votes polled
		(1)	(2)	(3)={{(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	1107190	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1107190</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	14700	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>14700</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	3998110	595175	14.89	595080	95	99.98	0.02
	Poll*		6100	0.15	6100	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>3998110</b>	<b>601275</b>	<b>15.04</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>5120000</b>	<b>601275</b>	<b>11.74</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>

*\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



**Item No. 4: As a Special Resolution:****To adopt new sets of Articles of Association of the Company.**

Resolution required (Ordinary/Special)					Special			
Whether promoter/Promoter group are interested in the agenda/resolution					Not Interested			
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter group</b>	E-voting	1107190	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1107190</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	E-voting	14700	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>14700</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Non Institutions</b>	E-voting	3998110	595175	14.89	595080	95	99.98	0.02
	Poll*		6100	0.15	6100	0	100	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>3998110</b>	<b>601275</b>	<b>15.04</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>5120000</b>	<b>601275</b>	<b>11.74</b>	<b>601180</b>	<b>95</b>	<b>99.98</b>	<b>0.02</b>

*\*Since there is no specific head for voting by Assent/Dissent mode through physical ballot form, the same is disclosed under the head.*

Based on the foregoing the above **Special Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



Date: 1<sup>st</sup> October, 2016.

Place: Mumbai.



For HS Associates

Mr. Hemant Shetye  
Partner  
Company Secretary  
ACS: 2827  
COP: 1483

IN PRESENCE OF TWO WITNESSES:-

SANTOSH NAR

  
SUYASH CHALKE

