

### SCRUTINIZER'S REPORT -COMBINED

To,  
**The Chairman,**  
**BLUE PEARL TEXSPIN LIMITED**  
32, VyaparBhavan,  
49, P.D. Mello Road,  
Mumbai, Maharashtra-400009

**Sub.:** Consolidated Scrutinizer's Report on 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 by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Blue Pearl Texspin Limited held on Wednesday the 30th day of September, 2015 at 9/10/11, Pwd Shed, Rcb Marg Opp Noor Baug Hall, Mumbai 400009, Maharashtra At 10.00 a.m

Dear Sir,

I Mr. 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, 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 23rd Annual General Meeting of the Company on Wednesday the 30th day of September, 2015 at 9/10/11, Pwd Shed, Rcb Marg Opp Noor Baug Hall, Mumbai 400009, Maharashtra At 10.00 a.m.

The voting rights were reckoned as on Wednesday, the 23rd day of September, 2015 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 Sunday, the 27<sup>th</sup> day of September, 2015 (9.00 a.m. IST) to Tuesday, the 29<sup>th</sup> day of September, 2015 (5.00 p.m. IST) at the said Annual General Meeting held on Wednesday the 30th day of September, 2015.



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 at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Tuesday, the 29<sup>th</sup> day of September, 2015 till 5.00 p.m were also considered.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

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 ballot forms received respectively.

## 1. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 1- Ordinary Resolution

(To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Profit & Loss account for the year ended on that date and the Reports of the Directors and the Auditors thereon)

The Company has received total of 33 physical ballots and 3 e-votes out of which all are considered as valid. The consolidated result of 33 valid Physical Ballots and 3 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	33	2	35	13912	95000	108912	99.91
Dissent	Nil	1	1	Nil	95	95	0.09
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>33</b>	<b>3</b>	<b>36</b>	<b>13912</b>	<b>95095</b>	<b>109007</b>	<b>100%</b>

Accordingly, out of 109007 E-votes and Ballots balloted; 108912 votes were casted **ASSENTING** to the Ordinary Resolution constituting 99.91 % of the votes balloted; 95 votes were casted **DISSENTING** to the Ordinary Resolution constituting 0.09 % of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite majority.



**2. Consolidated Results of E-Voting&Ballot at the AGM on Item No. 2- Ordinary Resolution**

**(To Appoint a Director in place of Mr. Arun Kumar Sharma (DIN – 00369461) who retires by rotation and being eligible, offers himself for re-appointment)**

The Company has received total of **33** physical ballots and **3** e-votes out of which all are considered as valid. The consolidated result of **33 valid Physical Ballots and 3 e-votes** is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
<b>Assent</b>	33	2	35	13912	95000	108912	99.91
<b>Dissent</b>	Nil	1	1	Nil	95	95	0.09
<b>Abstain</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Invalid</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	33	3	36	13912	95095	109007	100%

Accordingly, out of **109007** E-votes and Ballots balloted; **108912** votes were casted **ASSENTING** to the Ordinary Resolution constituting **99.91 %** of the votes balloted; **95** votes were casted **DISSENTING** to the Ordinary Resolution constituting **0.09 %** of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite majority.

**3. Consolidated Results of E-Voting&Ballot at the AGM on Item No. 3- Ordinary Resolution**

**(To ratify appointment of C.P. Jaria & Co., Chartered Accountants (Firm Registration No – 104058W), as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration)**

The Company has received total of **33** physical ballots and **3** e-votes out of which all are considered as valid. The consolidated result of **33 valid Physical Ballots and 3 e-votes** is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
<b>Assent</b>	33	2	35	13912	95000	108912	99.91



Dissent	Nil	1	1	Nil	95	95	0.09
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>33</b>	<b>3</b>	<b>36</b>	<b>13912</b>	<b>95095</b>	<b>109007</b>	<b>100%</b>

Accordingly, out of **109007** E-votes and Ballots balloted; **108912** votes were casted **ASSENTING** to the Ordinary Resolution constituting **99.91 %** of the votes balloted; **95** votes were casted **DISSENTING** to the Ordinary Resolution constituting **0.09 %** of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 3 is passed with requisite majority.

#### 4. Consolidated Results of E-Voting & Ballot at the AGM on Item No. 4- Ordinary Resolution

##### (Appointment of Mr. Shrikrishna Baburam Pandey as Director)

The Company has received total of **33** physical ballots and **3** e-votes out of which all are considered as valid. The consolidated result of **33 valid Physical Ballots** and **3 e-votes** is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
Assent	33	2	35	13912	95000	108912	99.91
Dissent	Nil	1	1	Nil	95	95	0.09
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>33</b>	<b>3</b>	<b>36</b>	<b>13912</b>	<b>95095</b>	<b>109007</b>	<b>100%</b>

Accordingly, out of **109007** E-votes and Ballots balloted; **108912** votes were casted **ASSENTING** to the Ordinary Resolution constituting **99.91 %** of the votes balloted; **95** votes were casted **DISSENTING** to the Ordinary Resolution constituting **0.09 %** of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 4 is passed with requisite majority.



**5. Consolidated Results of E-Voting&Ballot at the AGM on Item No. 5- Ordinary Resolution  
(Appointment of Ms. Renu Singh as Independent Women Director)**

The Company has received total of 33 physical ballots and 3 e-votes out of which all are considered as valid. The consolidated result of 33 valid Physical Ballots and 3 e-votes is given hereunder.

Particulars	Number of			Number of Votes contained in			%
	Physical Ballots	E-Voters	Total	Physical Ballots	E-Votes	Total	
<b>Assent</b>	33	2	35	13912	95000	108912	99.91
<b>Dissent</b>	Nil	1	1	Nil	95	95	0.09
<b>Abstain</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Invalid</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	33	3	36	13912	95095	109007	100%

Accordingly, out of 109007 E-votes and Ballots balloted; 108912 votes were casted **ASSENTING** to the Ordinary Resolution constituting 99.91 % of the votes balloted; 95 votes were casted **DISSENTING** to the Ordinary Resolution constituting 0.09 % of the votes balloted on the Ordinary Resolutions.

Thus, the **Ordinary Resolution** as contained in Item No. 5 is passed with requisite majority.

**Date: October 01, 2015**  
**Place: Mumbai**



For HS Associates

**Hemant Shetye,**  
**Partner,**  
**FCS 2827**  
**CP 1483**