

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
EUROTEX INDUSTRIES AND EXPORTS LIMITED
CIN: L70200MH1987PLC042598
1110, Raheja Chambers, 11th Floor,
213, Nariman Point, Mumbai 400021

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary of Mumbai has been appointed as the Scrutinizer by the Board of Directors of **EUROTEX INDUSTRIES AND EXPORTS LIMITED** at its Meeting held on 26th May 2020 as the Scrutinizer for conducting Postal Ballot / e-Voting process in a fair and transparent manner and I have given my consent to act as Scrutinizer vide letter dated 18th May, 2020 for passing of the following Special Resolution by Postal only through remote e-Voting process:

SPECIAL RESOLUTION

- I. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company.

I hereby submit my Report as under:-

- a. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), General Circulars Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 in relation to 'Clarification on passing of Ordinary/Special Resolutions under the Companies Act and rules made thereunder on account of the threat posed by COVID-19 as issued by the Ministry of Corporate Affairs (**MCA Circulars**).

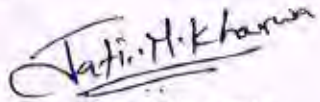


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- b. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the Requisite Notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act in electronic form only to the Members of the Company, whose names appeared in the Register of Members as on Friday, 29th May, 2020 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the e-Voting system only.
- c. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-Voting facility to its Members to enable them to cast their votes electronically instead of Postal Ballot Form.
- d. The Company has availed the services of CDSL to provide e-Voting facilities to the Members of the Company.
- e. The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. www.eurotexgroup.com. The results of the Postal Ballot will also be made available on the website.
- f. The remote e-Voting commenced from 9:00 a.m. (IST) on 8th June, 2020 at 9.00 a.m. and ended at 5:00 p.m. (IST) on 7th July, 2020.
- i. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website www.evotingindia.com



- ii. The e-Voting module was unblocked at 5:04p.m. on 7th July, 2020 in the presence of two witnesses, Mr. Jatin Kharwa and Ms. Khushbu Bohra, who are not in the employment of Eurotex Industries and Export Limited. They have signed below in confirmation of the votes being unblocked in their presence and the e-Voting results/list was downloaded from the CDSL website.



Name: Mr. Jatin Kharwa



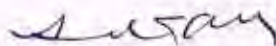
Name: Ms. Khushbu Bohra

- iii. All e-Votes casted up to 5:00 p.m. on 7th July, 2020, being the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- iv. There were 6392 Members of the Company on cut-off date i.e. 29th May, 2020. Out of 6392 Members, 2460 Members had registered their e-mail id with M/s. Datamatics Business Solutions Limited (R&T) and accordingly Postal Ballot Notice were sent to the Members whose e-mail id's were registered with M/s. Datamatics Business Solutions Limited (R&T) through e-mail on 4th June, 2020. Out of which 230 e-mails were bounced back.
- v. Detailed summary of Result with assent/dissent for the Resolution is attached with this report as **Annexure - I**.
- vi. The Resolution was not passed by the requisite majority.
- vii. You may accordingly declare the result of the voting by e-Voting.

Date: 9/07/2020

Place: Mumbai

**For S. K. Jain & Co.
Company Secretaries**



**S. K. Jain
Proprietor
C. P. No. 3076**



ANNEXURE - I

VOTING RESULT OF POSTAL BALLOT

| | |
|--|---|
| Company Name | EUROTEX INDUSTRIES AND EXPORTS LIMITED |
| Date of declaration of results by Electronic means | 9 th July, 2020 |
| Total number of Shareholders on record date: (being the Cut-off date for determining shareholders entitled to vote - 29 th May, 2020) | 6392 |



Agenda-wise disclosure

Item No. 1 - To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company.

| Resolution Required: | | | | | Special Resolution | | | |
|---|----------------|--------------------|-----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter / promoter groups are interested in the agenda / resolution: | | | | | NO | | | |
| Category | Mode of Voting | No. of shares held | * No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % 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 | | 42218 | 0.68 | 42218 | 0 | 100 | 0 |
| | Postal Ballot | 6211627 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 6211627 | 42218 | 0.68 | 42218 | 0 | 100 | 0 |
| Public - Institutions | E-Voting | 53680 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 53680 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Non Institutions | E-Voting | 2484558 | 578223 | 23.27 | 208955 | 369268 | 36.14 | 63.86 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 2484558 | 578223 | 23.27 | 208955 | 369268 | 36.14 | 63.86 |
| Total | | 8749865 | 620441 | 7.09 | 251173 | 369268 | 40.48 | 59.52 |



RESULT SUMMARY

| SR. NO. | RESOLUTION | TYPE OF RESOLUTION | FAVOUR (%) | AGAINST (%) |
|----------------|---|---------------------------|-------------------|--------------------|
| 1. | To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. | Special Resolution | 40.48 | 59.52 |

