

**PARIKH PAREKH & ASSOCIATES** (Regd.)  
**COMPANY SECRETARIES**

Office :  
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Off Link Road, Andheri (W), Mumbai : 400 053  
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To,  
The Chairman  
Shree Hari Chemicals Exports Limited  
A/8, M.I.D.C. Mahad,  
Dist. Raigad, 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 Rule 20 of the Companies (Management and Administration) Rules, 2014**

I, Mr. Jayaram U. Poojari of Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Shree Hari Chemicals Export Limited vide resolution dated May 29, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Twenty-seventh Annual General Meeting of the Company to be held on September 05, 2014.

The Notice dated July 10, 2014 convening Annual General Meeting (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 the below mentioned resolutions to be passed at the said AGM of the Company to be held on September 05, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of August 1, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 17 in the Notice of the 27th AGM of Shree Hari Chemicals Export Limited.

The voting period commenced on Saturday, August 30, 2014 (9:00 am IST) and ends on Monday, September 01, 2014 (6:00pm IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. No physical ballots were received from any shareholders.



I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



II. Resolution No. 2 :-

Declaration of Dividend on Equity Shares @ 10% for the financial year 2013-14

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



III. Resolution No. 3 :-

Appointment of a Director in place of Shri Kishori Lal Ramuka, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



IV. Resolution No. 4 :-

Re-appointment of M/s. Kailash Chand Jain & Co., Chartered Accountants (Firm Registration No. 112318W), Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



## V. Resolution No. 5 :-

Appointment of Shri Virjanand Gupta who was appointed as Additional Director of the Company with effect from 13<sup>th</sup> November, 2013 in terms of Section 161 of the Companies Act, 2013 and appointment as Independent Director Independent Director of the Company with effect from September 5, 2014 upto September 4, 2019.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



## VI. Resolution No. 6 :-

Appointment of Shri Arvind Chirania as an Independent Director of the Company with effect from September 05, 2014 upto September 04, 2019.

## (i) Voted in favour of the resolution:

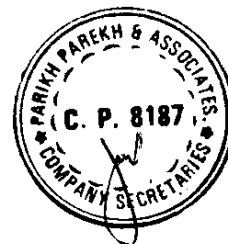
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



## VII. Resolution No. 7 :-

Appointment of Shri Santosh Kumar Sultania as an Independent Director of the Company with effect from September 05, 2014 up to September 04, 2019.

(i) Voted in favour of the resolution:

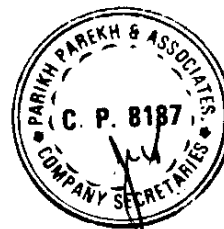
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0





VIII. Resolution No. 8 :-

Appointment of Shri Vinit Kedia as an Independent Director of the Company with effect from September 05, 2014 upto September 04, 2019.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



IX. Resolution No. 9 :-

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs. 100 crores

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



X. Resolution No. 10 :-

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 100 Crores.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



XI. Resolution No. 11 :-

Approval of remuneration of Rs. 12,00,000/- paid to Shri Anup Ramuka, relative of Director of the Company for the period from October 1, 2013 to March 31, 2014 as per the erstwhile provision of Section 314 of the Companies Act, 1956

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



## XII. Resolution No. 12 :-

Approval of remuneration of Rs. 12,00,000/- paid to Shri Sarthak Agarwal, relative of Director of the Company for the period from October 1, 2013 to March 31, 2014 as per the erstwhile provision of Section 314 of the Companies Act, 1956.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



XIII. Resolution No. 13 :-

Approval of remuneration of Rs. 12,00,000/- paid to Shri Amit Ramuka, relative of Directors of the Company for the period from October 1, 2013 to March 31, 2014 as per the erstwhile provision of Section 314 of the Companies Act, 1956.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



## XIV. Resolution No. 14 :-

Revision in remuneration of Shri Kishori Lal Ramuka, Chairman and Executive Director, of the company for the residual period of his tenure from 1<sup>st</sup> October, 2013 to 30<sup>th</sup> September, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



XV. Resolution No. 15 :-

Revision in remuneration of Shri Bankesh Chandra Agrawal, Managing Director, of the company for the residual period of his tenure from 1<sup>st</sup> October, 2013 to 28<sup>th</sup> February, 2015.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0





## XVI. Resolution No. 16 :-

Revision in remuneration of Shri Hanuman Prasad Ramuka, Whole time Director, of the company for a period of three years from 1<sup>st</sup> October, 2013 to 30<sup>th</sup> September, 2016.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



XVII. Resolution No. 17 :-

Re-appointment of Shri Kishori Lal Ramuka (DIN 00040695) as Chairman & Executive Director of the Company for a period of three years with effect from October 1, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
38	2038972	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

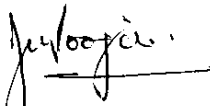
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Jayaram U. Poojari  
 Parikh Parekh & Associates  
 Practising Company Secretary  
 ACS : 22867 CP : 8187  
 Place: Mumbai  
 Dated: September 2, 2014

