

**R.S.Bhatia**  
**M.A., F.C.S.**  
**Company Secretary in Practice**

**J-17, (Basement) Lajpat Nagar III,**  
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**Service Category:-Company**  
**Secretary in Practice**

FORM No. MGT-13  
Report of Scrutinizer(s)

(Pursuant to the Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
Sybly Industries Limited,  
Pawan Puri,  
Muradnagar,  
Ghaziabad,  
Uttar Pradesh-201206

**Dear Sir,**

I, R.S. BHATIA, appointed as scrutinizer(s) for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity shareholders of Sybly Industries Limited.

Held on Saturday, the 27th day of September, 2014, at 11:30 A.M. at the Registered office of the company, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two(2)- ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained with the Registrar and transfer agents of the Company and the authorization/proxies lodged with the Company.



3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

(A) As an Ordinary Resolution- Item No. 1

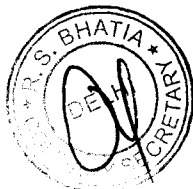
*To consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date and the reports of Directors and Auditors thereon.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(B) As an Ordinary Resolution- Item No. 2.

*To appoint a Director in place of Mr. Nishant Mittal, who retires by rotation and, being eligible, offers himself for re –appointment.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL



	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(C) As an Ordinary Resolution- Item No. 3.

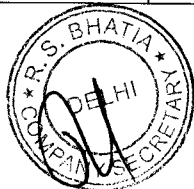
*To Appoint M/s. V.S Gupta & Co., Chartered Accountants as Statutory Auditors of the company and fix their Remuneration.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(D) As an Ordinary Resolution- Item No. 4.

*Appointment of. Mr. VirendraPratap Mishra as an Independent Director.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted	NIL	NIL	NIL	NIL	NIL



against the resolution					
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(E) As an Ordinary Resolution- Item No. 5.

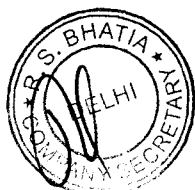
*Appointment of Mr. Lallan Tripathi as an Independent Director.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(F) As an Ordinary Resolution- Item No. 6.

*Borrowing Powers of The Board*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the	31	14845020	2	800	100%



resolution					
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(G) As an Ordinary Resolution- Item No. 7

*Creation of Charges on the Movable and Immovable Properties of the Company, both present and future, in respect of Borrowings.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL



(H) As an Special Resolution- Item No. 8

*Adoption of new Articles of Association of the Company.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(I) As an Ordinary Resolution- Item No. 9.

*Approval of remuneration of the cost auditors for the Financial Year ending 31<sup>st</sup> march 2015.*

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	31	14845020	2	800	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL



5. A compact Disc Containing a List of Equity shareholders who Voted "For" & "Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other records were sealed and handed over to the company Secretary/ Director authorized by the Board for safe keeping.
7. The combined result of votes (electronic & physical) is annexed as Annexure 1 with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,

Yours faithfully,

  
(R.S. BHATIA)



Place: New Delhi

Date: 29/09/14

Witness 1 neha

Witness 2 M. Akbar