

Satish K. Kapoor & Co.
Chartered Accountants

Consolidated Scrutinizer's Report on Remote e-voting and voting through physical ballot conducted at the 29th Annual General Meeting of Riba Textiles Limited held on Friday, 29th September, 2017.

To,

The Chairman,
Riba Textiles Limited,
DD-14, Nehru Enclave,
Opp. Kalka Ji, Post Office,
New Delhi - 110 019

29th Annual General Meeting (AGM) of the Members of Riba Textiles Limited held on Friday, 29th September, 2017 at 11:00 AM

Dear Sir,


The Board of Directors of Riba Textiles Limited (the Company) appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the 29th Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.


The Management of the Company is responsible to ensure the compliance with requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid notice of the 29th AGM of the Members of the Company. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of AGM dated 11th August 2017, based on the reports generated from the remote e-voting system as provided by Central Depository Services Limited (CDSL/ Services Provider), the authorized agency to provide e-voting facility and voting through ballot at the venue of EGM provided by the Company. I hereby submit my report as under:

1. The Company had appointed Central Depository Services Limited (CDSL) as Services Provider, for extending the facility of Remote e-voting to the Members of the Company. Beetel Financial & Computer Services Private Limited is the Registrar and Share Transfer Agents of the Company.



2. Central Depository Services Limited (CDSL) has provided a system for recording the votes of the Members electronically on all the items of the Ordinary and special business sought to be transacted in the 29th AGM of the Company held on Friday, 29th September 2017.
3. The Cut-off date considered for dispatch of the Notice of the AGM was 04th September 2017. Notice of the AGM along with Annual Report and Remote E-Voting was sent to the members.
4. The notice of EGM sent to the Members (both through email and physical form) contained detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
5. The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 22nd September 2017.
6. As prescribed in the clause (vi) of the sub rule 4 of the Rule 20, the Remote e-voting facility was kept open for 3 days (three days) i.e. from Tuesday, 26th September 2017 at 10:00 AM (IST) till Thursday, 28th September 2017 at 5:00 PM (IST).
7. At the end of the voting period on Thursday, 28th September 2017 at 5:00 PM, the voting portal of the Service Provider was blocked forthwith.
8. At the venue of the 29th Annual General Meeting of the Company held on 29th September 2017, the facility to vote through Ballot paper had been provided to those members present in the meeting who did not participate in the Remote E-voting to record their votes.
9. The empty ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. After the voting at the AGM was concluded the locked ballot box was subsequently opened in my presence and two witnesses, namely Mr. Hoshiar Singh and Mr. Mukesh Singh Mawari and ballot paper were diligently scrutinized. The ballot papers were reconciled with records maintained by the Registrar and transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
10. After counting of the votes at the venue of the AGM through ballot paper, the vote cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of aforesaid witnesses, as prescribed in Sub- Rule 4 (xii) of the said Rule 20, on 29th September, 2017.
11. The details of consolidated results of the Remote E-voting together with voting conducted at the venue of the AGM by way of ballot papers are as under:


21/09/2017



A) Resolution 1: Ordinary Resolution:

Adoption of Annual Accounts, Directors report and Auditors report.

i. Voting through Electronic Means:

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA



c) **Invalid Votes:**

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

iii. **Consolidated E- Voting and Ballot**

a) **Voted in favour of the resolution:**

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%

b) **Voted against the resolution:**

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) **Invalid Votes:**

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

B) **Resolution 2: Ordinary Special Resolution:**

Re-appointment Mrs. Asha Garg (DIN: 06987609) who retires by Rotation.

i. **Voting through Electronic Means:**

a) **Voted in favour of the resolution:**

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%



b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

ii. Voting through Ballot

a) Voted in favour of the resolution:

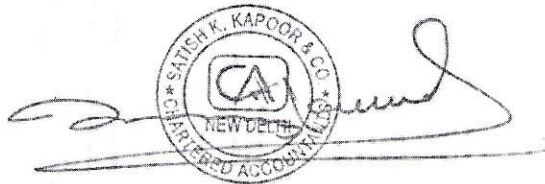
Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL



iii. Consolidated E- Voting and Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

C) Resolution 3: Ordinary Resolution:

Appointment of Auditors.

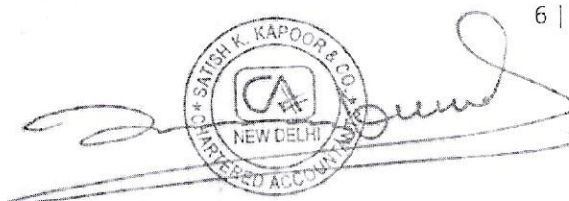
(i) Voting through Electronic Means:

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL



c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(ii) Voting through Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(iii) Consolidated E- Voting and Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%



b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

D) Resolution 4: Special Resolution:

Re-appointment and revision in the terms of remuneration of Mr. Ravinder. Garg Whole-time Director:

(i) Voting through Electronic Means:

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL



(ii) Voting through Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(iii) Consolidated E- Voting and Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

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c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

E) Resolution 5: Special Resolution:

Re-appointment and revision in the terms of remuneration of Mr. Amit Garg Managing Director.

(i) Voting through Electronic Means:

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

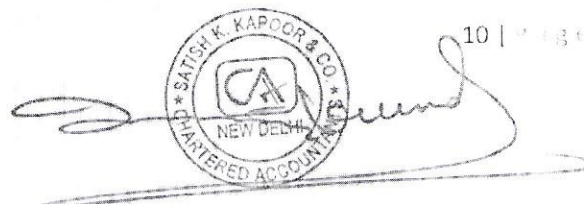
Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(ii) Voting through Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

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b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(iii) Consolidated E- Voting and Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL



F) Resolution 6: Special Resolution:

Re-appointment and revision in the terms of remuneration of Mr. Nitin. Garg Whole-time Director.

(i) Voting through Electronic Means:

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(ii) Voting through Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA


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c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(iii) Consolidated E- Voting and Ballot

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%

b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

G) Resolution 7: Special Resolution:

Change in designation of Mrs. Asha Garg from Non-Executive to Executive Director of the company.

(i) Voting through Electronic Means:

a) Voted in favour of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
25	3995785	100%

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b) Voted **against** the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(ii) Voting through Ballot

a) Voted in **favour** of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
52	1866145	100%

b) Voted **against** the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NA

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

(iii) Consolidated E- Voting and Ballot

a) Voted in **favour** of the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
77	5861930	100%



b) Voted against the resolution:

Number of Members Voted	Number of Votes cast by them	% of the total number of valid votes cast
NIL	NIL	NIL

c) Invalid Votes:

Total Number of members whose votes are invalid	Total number of shares held by them
NIL	NIL

All the Resolutions mentioned in the AGM Notice dated 11th August 2017 as per the details above have been passed under Remote e-voting and voting conducted at AGM by way of Ballot with the requisite majority and hence deemed to be passed as on the date of the AGM.

The Ballot Papers and all other Register/records relating to e-voting is under my safe custody and will be handed over to the Chairman of the Company for safe keeping, after the Chairperson signs the Minutes of the 29th Annual General Meeting.

Thanking you,

Yours Truly,

For Satish K. Kapoor & Co.

Chartered Accountants

FRN: 016222N

To be counter signed by the Chairman

(CA. SATISH K. KAPOOR)

Partner, F.C.A.

Membership No.: 094823

Date: 29.09.2017

Place: Delhi

WITNESSES:

Mohit Singh
MOHITAR SINGH
S/o LT. SH. KHARAK SINGH
R/o. X/1678, GALI NO.13
RAJGARH COLONY, DELHI-31.

Mukesh Singh
MUKESH SINGH MAWARI
S/o K.S. MAWARI
R/o C-10/4 DARGA
TUR, DELHI-94