

# SHREE WORSTEX LIMITED

Regd. Off: Anand House- 2, Community Centre, Saket, New Delhi - 110017

Tel: +91-11-26515675 Email ID: shreeworstex@gmail.com

CIN: L17111DL1982PLC013790

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To,

Head- Listing & Compliance  
Metropolitan Stock Exchange of  
India Limited (MSEI)  
4th Floor, Vibgyor Towers,  
Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400051

Listing Department  
The Delhi Stock Exchange (DSE)  
Limited  
DSE HOUSE,  
3/1, Asaf Ali Road  
New Delhi- 110002

**Sub.:** Details of Voting Results at the 32<sup>nd</sup> Annual General Meeting of Shree Worstex Limited

We are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at 4:00 p.m. at the Registered Office of the Company situated at Anand House- 2, Community Centre, Saket, New Delhi- 110017.

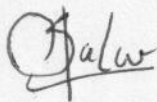
Further, we are also enclosing the Consolidated Report of the Scrutinizer on e- voting and voting at the AGM.

The above are also uploaded on the website of the Company.

We request you to take the same on your record.

Thanking You,

Yours faithfully,  
For Shree Worstex Limited



Sumant Kumar  
(Chairman)  
DIN: 07115801



Date: 01/10/2015

Place: New Delhi

# SHREE WORSTEX LIMITED

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PROCEEDINGS OF 32<sup>ND</sup> ANNUAL GENERAL MEETING OF SHREE WORSTEX LIMITED HELD ON WEDNESDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ANAND HOUSE- 2, COMMUNITY CENTRE, SAKET, NEW DELHI- 110017

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## PRESENT

Directors: Mr. Sumant Kumar

Mr. Gopal Krishan Anand

Mr. Surinder Kumar Jain

Ms. Neelam Anand

Members: 07

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- Mr. Sumant Kumar, Chairman of the Company, took the Chair and welcomed the members present at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company.
- The business before the AGM was taken up as Quorum was present. Quorum was also present throughout the Meeting.
- The following documents/ Resisters of the Company remained open and accessible for inspection during the continuance of the AGM.
  - a) Financial Statements for the financial year ended as on 31<sup>st</sup> March, 2015 and Reports of the Board of Directors and the Auditors.
  - b) Register of Members, Director's and Director's Shareholding.
- The Notice dated 1<sup>st</sup> September, 2015 conveying the 32<sup>nd</sup> AGM & Explanatory Statement and the Report and Accounts for the financial year ended 31<sup>st</sup> March, 2015, circulating to the members, were taken as read with the consent of the Meeting.
- The Chairman briefly covered the items of the business before the AGM and enquired from the members present if they required any clarification on them, particularly on the Financial Statements of the Company.
- The Chairman drew attention that the Company, pursuant to the provisions section 108 of the Companies Act, 2013, had provided the facility of remote e- Voting on all the Resolutions forming part of the agenda of the AGM; the period for remote e- Voting commenced on 27<sup>th</sup> September, 2015 at 9:00 a.m. and ended on 29<sup>th</sup> September, 2015 at 8:00 p.m.

The Chairman advised that those who had not been able to cast their votes by remote e- Voting may avail the facility of voting at the Meeting once the resolutions as per agenda are read.

The Chairman thereafter read the Resolutions as follows:



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## Ordinary Business:

1. Adoption of the Financial Statements of the Company for the FY ended on 31st March, 2015 including the Audited Balance Sheet as at 31st March, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Auditor's Report and Director's Report annexed thereto.
2. Re- appointment of Statutory Auditors.
3. To appoint a Director in place of Mr. Gopal Krishan Anand (DIN: 00286812), who retires by rotation and, being eligible, offers himself for re- appointment.

## Special Business:

4. Appointment of Surinder Kumar Jain (DIN: 05262037) as a Non-Executive Director of the Company.
5. Appointment of Mr. Sumant Kumar (DIN: 07115801) as an Executive Director of the Company.
6. Appointment of Mr. Sumant Kumar (DIN: 07115801) as Managing Director of the Company.
7. Appointment of Mr. Jitendra Kumar Agarwal (DIN: 00850314) as a Non-Executive Independent Director of the Company.
8. Appointment of Mr. Prakash Chand Jajoria (DIN: 07020057) as a Non-Executive Independent Director of the Company.
9. Appointment of Ms. Vandana Gupta (DIN: 00013488) as a Non- Executive Independent Women Director of the Company.
10. Authorisation to borrow loan upto a tune to Rs. 20 crores under section 180(1)(c) of the Companies Act, 2013.
11. Authorizing the Directors of the Company for creation of Charges or Mortgages on the Company's property, in respect of the borrowings.

The Chairman thereafter announced the commencement of casting of Votes and on completion of voting, the AGM concluded at 6:30 p.m.



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The scrutinizers report dated 1<sup>st</sup> October, 2015, containing results of remote e- Voting conducted was presented to the Chairman, in terms of which all resolutions were passed with requisite majority. Results of the same is attached and also posted on the website of the Company.

For Shree Worstex Limited



Sumant Kumar  
(Chairman)

DIN: 07115801

**SWEENY GULATI**  
**COMPANY SECRETARIES**

241, Ghalib Apartments,  
Pitam Pura,  
New Delhi-110034  
Email: consultpcs@gmail.com

To  
**Mr. Sumant Kumar,**  
**Chairman**  
**SHREE WORSTEX LIMITED**  
Anand House- 2, Community Centre,  
Saket, New Delhi- 110017

**Sub.:** Consolidated Scrutinizer's Report on remote e- Voting 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) Rules, 2015 and voting at the 32<sup>nd</sup> Annual General Meeting of **Shree Worstex Limited** held on Wednesday, 30<sup>th</sup> September, 2015 at 4:00 P.M.

I, Sweeny Gulati, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Shree Worstex 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 electronic votes casted by the shareholders in respect of the below mentioned resolutions passed at the 32<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at 4:00 P.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual general Meeting held on 30<sup>th</sup> September, 2015.

The Notice dated 1<sup>st</sup> September, 2015 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 passed at the Annual General Meeting of the Company.

The Company had availed the e- Voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e- Voting by the shareholders of the Company.

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 the e- Voting.

The shareholders of the Company holding shares as on the "Cut- off" date of 23<sup>rd</sup> September, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e- Voting commenced on Sunday, 27<sup>th</sup> September, 2015 at 9:00 a.m. (IST) and ended on Tuesday, 29<sup>th</sup> September, 2015 at 8:00 p.m. (IST) and the NSDL e- Voting platform was blocked thereafter.

After the closure of the Voting at the Annual General Meeting, the report of voting done at the meeting was generated in my presence and the voting was diligently scrutinized.



## **CONTINUATION SHEET**

The votes cast under remote e- Voting facility were thereafter unblocked in the presence of two witnesses i.e. Ms. Ritika Wasson and Ms. Sakshi Jain, who were not in employment of the Company and after the conclusion of the Voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e- Voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e- Voting system.

I now submit my consolidated Report as under on the result of the remote e- Voting and voting at the meeting in respect of the said Resolutions.

### **Resolution 1: Ordinary Resolution**

**Adoption of the Financial Statements of the Company for the FY ended on 31st March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Auditor's Report and Director's Report annexed thereto.**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
16	16	100

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

### **Resolution 2: Ordinary Resolution**

#### **Re-Appointment of Statutory Auditors**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
14	14	87.50



(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
2	2	12.50

(iii) Invalid votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Gopal Krishan Anand (DIN: 00286812), who retires by rotation and, being eligible, offers himself for re- appointment.

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
13	13	81.25

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
3	3	18.75

(iii) Invalid votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 4: Ordinary Resolution**

Appointment of Mr. Surinder Kumar Jain (DIN: 05262037), as a Non-Executive Director of the Company.

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
14	14	87.50

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
2	2	12.50



**CONTINUATION SHEET**(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 5: Ordinary Resolution**

**Appointment of Mr. Sumant Kumar (DIN: 07115801) as an Executive Director of the Company.**

(i) **Votes in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
13	13	81.25

(ii) **Votes against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
3	3	18.75

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 6: Ordinary Resolution**

**Appointment of Mr. Sumant Kumar (DIN: 07115801) as Managing Director of the Company.**

(i) **Votes in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
13	13	81.25

(ii) **Votes against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
3	3	18.75

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0



**Resolution 7: Ordinary Resolution**

**Appointment of Mr. Jitendra Kumar Agarwal (DIN: 00850314) as a Non- Executive Independent Director of the Company.**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
12	12	75

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
4	4	25

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 8: Ordinary Resolution**

**Appointment of Mr. Prakash Chand Jajoria (DIN: 07020057) as a Non- Executive Independent Director of the Company.**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
14	14	87.50

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
2	2	12.50

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0



**Resolution 9: Ordinary Resolution**

**Appointment of Ms. Vandana Gupta (DIN: 00013488) as a Non- Executive Independent Women Director of the Company.**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
14	14	87.50

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
2	2	12.50

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 10: Special Resolution**

**Authorisation to borrow loan upto a tune to Rs. 20 crores under section 180(1)(c) of the Companies Act, 2013.**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
15	15	93.75

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
1	1	6.25

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0



**Resolution 11: Special Resolution**

**Authorizing the Directors of the Company for creation of Charges or Mortgages on the Company's property, in respect of the borrowings.**

(i) Votes **in favour** of the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
15	15	93.75

(ii) Votes **against** the resolution:

No. of Members voted	No. of votes cast by them	% of total No. of valid votes cast
1	1	6.25

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Shareholders who have split their votes into 'Assent' as well as 'dissent', while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

**Thanking You,  
Yours faithfully,**



**Sweeny Gulati**  
**ACS: 29367**  
**COP: 12127**

**Date:** 01/10/2015  
**Place:** New Delhi

**SWEENY GULATI**  
**COMPANY SECRETARIES**  
241, Ghalib Apartments,  
Pitam Pura,  
New Delhi-110034  
Email: consultpcs@gmail.com

**Form No. MGT- 13**  
**Report of Scrutinizer**

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

To  
**Mr. Sumant Kumar,**  
**Chairman**  
**SHREE WORSTEX LIMITED**  
Anand House- 2, Community Centre,  
Saket, New Delhi- 110017

**Sub.:** The 32<sup>nd</sup> Annual General Meeting of the members of Shree Worstex Limited (the Company) held on Wednesday, the 30<sup>th</sup> Day of September, 2015 at 4:00 p.m. at the Registered Office of the Company situated at Anand House- 2, Community Centre, Saket, New Delhi- 110017

Dear Sir,

I, Sweeny Gulati, Practicing Company Secretary, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 32<sup>nd</sup> Annual general Meeting of the Equity Shareholders of **Shree Worstex Limited** held on Wednesday, the 30<sup>th</sup> Day of September, 2015 at 4:00 p.m. at the Registered Office of the Company situated at Anand House- 2, Community Centre, Saket, New Delhi- 110017, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, two ballots 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 poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Register and Transfer Agent of the Company and the authorization/ proxies lodged with the Company.
3. The result of the Poll is as under:



**Resolution 1: Ordinary Resolution**

**Adoption of the Financial Statements of the Company for the FY ended on 31st March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Auditor's Report and Director's Report annexed thereto.**

(i) Votes **in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
07	07	100

(ii) Votes **against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
0	0	0

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 2: Ordinary Resolution****Re-Appointment of Statutory Auditors**

(i) Votes **in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
05	05	71.43

(ii) Votes **against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
02	02	28.57



(iii) **Invalid votes:**

<b>No. of Members whose votes were declared invalid</b>	<b>No. of votes cast by them</b>
0	0

**Resolution 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Gopal Krishan Anand (DIN: 00286812), who retires by rotation and, being eligible, offers himself for re- appointment.**

(i) **Votes in favour** of the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
04	04	57.14

(ii) **Votes against** the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
03	03	42.86

(iii) **Invalid votes:**

<b>No. of Members whose votes were declared invalid</b>	<b>No. of votes cast by them</b>
0	0

**Resolution 4: Ordinary Resolution**

**Appointment of Mr. Surinder Kumar Jain (DIN: 05262037) as a Non-Executive Director of the Company.**

(i) **Votes in favour** of the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
05	05	71.43

(ii) **Votes against** the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
02	02	28.57



(iii) **Invalid votes:**

<b>No. of Members whose votes were declared invalid</b>	<b>No. of votes cast by them</b>
0	0

**Resolution 5: Ordinary Resolution**

**Appointment of Mr. Sumant Kumar (DIN: 07115801) as an Executive Director of the Company.**

(i) **Votes in favour** of the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
04	04	57.14

(ii) **Votes against** the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
03	03	42.86

(iii) **Invalid votes:**

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them (Shares)</b>
0	0

**Resolution 6: Ordinary Resolution**

**Appointment of Mr. Sumant Kumar (DIN: 07115801) as Managing Director of the Company.**

(i) **Votes in favour** of the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
04	04	57.14

(ii) **Votes against** the resolution:

<b>No. of Members present and voted (in person or proxy)</b>	<b>No. of votes cast by them</b>	<b>% of total No. of valid votes cast</b>
03	03	42.86



(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 7: Ordinary Resolution**

**Appointment of Mr. Jitendra Kumar Agarwal (DIN: 00850314) as a Non- Executive Independent Director of the Company.**

(i) **Votes in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
03	03	42.86

(ii) **Votes against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
04	04	57.14

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 8: Ordinary Resolution**

**Appointment of Mr. Prakash Chand Jajoria (DIN: 07020057) as a Non- Executive Independent Director of the Company.**

(i) **Votes in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
05	05	71.43

(ii) **Votes against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
02	02	28.57



(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 9: Ordinary Resolution**

**Appointment of Ms. Vandana Gupta (DIN: 00013488) as a Non- Executive Independent Women Director of the Company.**

(i) **Votes in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
05	05	71.43

(ii) **Votes against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
02	02	28.57

(iii) **Invalid votes:**

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 10: Special Resolution**

**Authorisation to borrow loan upto a tune to Rs. 20 crores under section 180(1)(c) of the Companies Act, 2013.**

(i) **Votes in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
06	06	85.72

(ii) **Votes against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
01	01	14.28



**CONTINUATION SHEET**

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

**Resolution 11: Special Resolution**

**Authorizing the Directors of the Company for creation of Charges or Mortgages on the Company's property, in respect of the borrowings.**

(i) Votes **in favour** of the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
06	06	85.72

(ii) Votes **against** the resolution:

No. of Members present and voted (in person or proxy)	No. of votes cast by them	% of total No. of valid votes cast
01	01	14.28

(iii) **Invalid** votes:

No. of Members whose votes were declared invalid	No. of votes cast by them
0	0

Thanking You,

Yours faithfully,

  
**Sweeny Gulati**  
ACS: 29367  
COP: 12127



Date: 01/10/2015  
Place: New Delhi