

**REPORT ON THE PROCEEDINGS OF ANNUAL GENERAL MEETING (ADJOURNED)  
HELD ON 4<sup>TH</sup> OCTOBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT  
SURVEY NO. 213, PIPARIA INDUSTRIAL ESTATE, SILVASSA-396230, AT 11.30 A.M.**

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The following were present:

1. MR. RUPINDER SINGH ARORA- CHAIRMAN & MEMBER
  2. MR. HRUSHIKESH DEODHAR – DIRECTOR & MEMBER
  3. MR. SURENDRA GUPTA- DIRECTOR & MEMBER
- 

Two other members were present in person.

The Chairman welcomed the members and called the meeting to order. He stated that all the Statutory Registers are open for inspection. With the consent of the members present he took the notice as read. The Chairman requested Mr. Ramesh Mishra, Manager to read the Auditors Report. After the Auditors Report was read the Chairman proposed the resolution for approval of accounts. Mr. Surendra Gupta seconded the proposal. Before putting the resolution for voting he asked the members to put forth their queries, if any, on the accounts.

As the voting on all the resolutions was to be conducted by poll it was decided that polling on the resolution will be taken up at one time.

Since the next Agenda point was for retirement by rotation and the reappointment of Mr. R. S. Arora he requested Mr. Hrushikesh Deodhar to Chair the meeting for that point. Mr. Hrushikesh Deodhar proposed the resolution for reappointment of Mr. R. S. Arora as Director of the Company which was seconded by Mr. Behra.

Mr. Hrushikesh Deodhar requested Mr. R. S. Arora to again Chair the meeting.

The Chairman thereafter proposed the appointment of Vinay Gudi & Associates as Auditors. The proposal was seconded by Mr. Gamit. As decided the voting will be by poll at the end of the meeting.

Mr. Hrushikesh Deodhar then proposed the appointment of Mr. Surendra Gupta as an Independent Director for a period of five years. The proposal was seconded by Mr. Behra. As decided the voting will be by poll at the end of the meeting.


The Chairman then proposed the appointment of Mr. Hrushikesh Deodhar as an Independent Director for a period of one year. The proposal was seconded by Mr. Gamit. As decided the voting will be by poll at the end of the meeting.

Mr. Behra then proposed the resolution under Sec. 180(1)(c) of the Companies Act, 2013 which was seconded by Mr. Gamit. The Chairman stated that the resolution is a Special Resolution.

Since all the resolutions were proposed and seconded it was decided to hold the poll for all the resolutions. The members voted on poll and the process of poll was completed. The scrutinizer then scrutinized the poll paper and submitted report to the Chairman. The Chairman thereafter declared the result as per the report by evoting and considering both the reports the Chairman declared that all the resolutions were passed by requisite majority.

The meeting concluded with a vote of thanks to the Chair.

For ANORA FIBRES LIMITED.

  
Authorized Signatory.



# ARORA FIBRES LIMITED

MANUFACTURERS OF POLYESTER STAPLE FIBRE

Corporate Office :  
Arora House, 16, Golf Link,  
Union Park, Khar (West),  
Mumbai - 400 052. India.  
Tel. : 2604 1313 (3 Lines)  
4290 5000 (10 Lines)  
Fax : 91 - 22 - 2649 4657  
Email: info@arorafibres.com

CODE : 521174  
Sec/AFL-14/2014-2015

October 09, 2014

To,  
The General Manager  
Department of Corporate Services  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, MUMBAI - 400 001.

Dear Sir,

**Sub: Clause No.35A of the Listing Agreement – Voting Results**

In accordance with the Clause No.35A of the Listing Agreement. We write to inform you that the Members of the Company at the Annual General Meeting held on 4<sup>th</sup> October, 2014 transacted the following business:

Sr.No.	Description	Particulars		
A	Date of AGM	4th October, 2014 (AGM was held on 27 <sup>th</sup> Sept which was adjourned to 4 <sup>th</sup> October for Lack of Quorum)		
B	Book Closure	23 <sup>rd</sup> September, 2014 to 27 <sup>th</sup> September, 2014		
C	Total Number of Shareholders on record date	15613		
D	No. of Shareholders present in the meeting either in person or through proxy			
Shareholders	In person	Proxy	Total	
Promoter and Promoter Group	3	-	3	
Public	6	-	6	
Total	9	-	9	
E	No. of Shareholders attended the meeting through Video Conferencing			
Shareholders	In person	Proxy	Total	
Promoter and Promoter Group	-	-	-	
Public	-	-	-	
Total	-	-	-	

**Outcome of the Annual General Meeting of the Members of the Company**

The Annual General Meeting of the Members of the Company was held on Monday 4<sup>th</sup> October, 2014 at 11.30 A.M. at the Registered Office of the Company at Survey No. 213, Piparia Industrial Estate, Silvassa-396230, Dadra & Nagar Haveli. The mode of Voting was by way of Poll/E-voting. The Shareholders transacted the business as provided in Annexure.

Request you to kindly take the same on record.

Thanking You,

Yours Sincerely,  
For Arora Fibres Ltd

  
(Samrudhni Kambli)  
Compliance Officer



<b>Resolution No 4</b>	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
To appoint Mr. Surendra Gupta (DIN 00050819) as an Independent Director for a term upto 5 (five) years.								
	Promoter and Promoter Group	7515569	7515569	100%	7515569	0	100%	0
	Public – Institutional holders	0	0	0	0	0	0	0
	Public-Others	2538161	410323	0.16%	2538161	0	0.16%	0
	Total	10053730	7925892	78.83%	10053730	0	78.83%	0
<b>Resolution No 5</b>	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
To appoint Mr Hrushikesh Deodhar (DIN 02038084) as an Independent Director for a term upto 1 (one) year.								
	Promoter and Promoter Group	7515569	7515569	100%	7515569	0	100%	0
	Public – Institutional holders	0	0	0	0	0	0	0
	Public-Others	2538161	410323	0.16%	2538161	0	0.16%	0
	Total	10053730	7925892	78.83%	10053730	0	78.83%	0
<b>Resolution No 6</b>	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
Empowering the Board to borrow money upto a limit of Rs. 50 crores.								
	Promoter and Promoter Group	7515569	7515569	100%	7515569	0	100%	0
	Public – Institutional holders	0	0	0	0	0	0	0
	Public-Others	2538161	410323	0.16%	2538161	0	0.16%	0
	Total	10053730	7925892	78.83%	10053730	0	78.83%	0

Resolution No 7	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
Empowering the Board to create mortgage /security upto a limit of Rs. 50 crores.	<b>Promoter and Promoter Group</b>	7515569	7515569	100%	7515569	0	100%	0
	<b>Public - Institutional holders</b>	0	0	0	0	0	0	0
	<b>Public-Others</b>	2538161	410323	0.16%	2538161	0	0.16%	0
	<b>Total</b>	10053730	7925892	78.83%	10053730	0	78.83%	0

For Arora Fibres Ltd

  
(Samruddhi Kamble)  
Compliance Officer

# D. M. SATHE & CO.

Company Secretaries

D. M. Sathe

B.Com A.C.S.

11, Shubhamangal Society,

Govind Nagar, Jijamata Road,

Thane (E), 400 603

Tel. : Off. : 25 32 56 55

E-mail : dms\_thane@yahoo.co.in

## REPORT OF SCRUTINIZER ON E -VOTING FOR AGM OF ARORA FIBRES LIMITED

To  
The Chairman,  
Arora Fibres Limited  
Survey No. 213, Piparia Industrial Estate,  
Silvassa -396 230,  
Dadra & Nagar Haveli.  
Corporate Identity Number (CIN): L17119DN1993PLC000054

I D. M. Sathe, proprietor of M/s D. M. Sathe & Co., Company Secretaries having office at 11, Shubhamangal Society, Jijamata Road, Govind Nagar, Thane (East) - 400603 was appointed as Scrutinizer for the purpose of conducting the E-voting process in a fair and transparent manner for the resolutions to be passed at the 21<sup>st</sup> Annual General Meeting of the company to be held on Saturday, 27th September, 2014 at 11.30 A. M. at the Registered Office of the Company, situated at Survey No. 213, Piparia Industrial Estate, Silvassa -396 230, Dadra & Nagar Haveli and ascertaining the requisite majority on E-voting carried out as per provision of the Companies Act, 2013 ("the Act") and Sub Rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014. The Company Sought approval the members to the following resolutions Via E- voting.

1. The E-voting period commenced at 10.00 a.m. on Monday 22<sup>nd</sup> September, 2014 and ended at 6.00 p.m. on Tuesday 23<sup>rd</sup> September, 2014. The e-Voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the date of dispatch of Notice.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 29th August, 2014 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 21<sup>st</sup> Annual General Meeting of the Company.
4. The Votes are unblocked on 25th September 2014 in the presence of two witnesses, namely, Ms. Anita Vishwanath Randhvane, residing at Narayan Padekar Chawl, Laxmi Chirag Nagar, Thane (West) - 400606. and Ms. Ankita Avadhut Agasti, residing at 105, Shree Namu Ganesh Apt. Nr. Namaskar Mandai, Agra Road, Kalyan (West) - 421301. who are not in employment of the Company. They have signed below in confirmation of the E - votes being unblocked in their presence.



ANITA VISHWANATH RANDHVANE



ANKITA AVADHUT AGASTI



5. Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against" was downloaded from E-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)

We Submit our Report as Under:

The result of E- Voting for Resolution No. 1 to 7 is as under:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st

the Report of the directors and Auditor's thereon.

- i) Voted in favor of Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
3	7520385	100%

ii) Voted against the Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

4. "Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Surendra Gupta (Holding DIN 00050819), Director of the Company be and is hereby appointed as an Independent Director of the Company at the ensuing Annual General Meeting to hold office for five consecutive years for a term up to 27<sup>th</sup> September, 2019 not liable to retire by rotation..

i) Voted in favor of Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
3	7520385	100%

ii) Voted against the Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

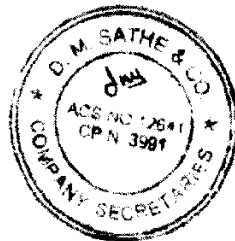
5. "Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Hrushikesh Deodhar (Holding DIN 02038084 ), Director of the Company be and is hereby appointed as an Independent Director of the Company at the ensuing Annual General Meeting to hold office for one year up to 27<sup>th</sup> September, 2015 not liable to retire by rotation.

i) Voted in favor of Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
3	7520385	100%

ii) Voted against the Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%





6. "RESOLVED that in supersession of the earlier resolution passed, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of the Company to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose: Provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.50 crore (Rupees Fifty crore)."

i) Voted in favor of Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
3	7520385	100%

ii) Voted against the Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

7. "RESOLVED THAT in supersession of the earlier resolution passed, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable property as may be specified in the resolution passed thereon."

Company to the lenders concerned, in terms of their respective Loan Agreements/ Heads of Agreements/ Hypothecation Agreements / Trustees Agreements / Letters of Sanction/ Memorandum of terms and conditions/ Debenture Certificates entered into / to be entered into/ issued/to be issued by the Company, provided that the total borrowings of the Company (exclusive of interest) whether by way of loans and / or any other financial assistance and /or guarantee facilities and / or issue of debentures / secured premium notes/ other securities/ debt instruments to be secured as aforesaid (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not any time exceed the limit of Rs.50 Crore (Rupees Fifty Crores)."

i) Voted in favor of Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
3	7520385	100%

ii) Voted against the Resolution:

Number of Members voted through E-voting system	Number of Votes cast by them	% of Total Number of valid votes cast
0	0	0%

The detailed voting pattern is attached. We report that based on the said voting pattern all the Resolutions have been passed with requisite majority.

Yours faithfully,

For D.M.SATHE & CO.,

*D. M. Sathe*

D.M.SATHE.  
PROP.

Place: Thane  
Dated: 25<sup>th</sup> September, 2014



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

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

To,

The Chairman of 21<sup>st</sup> Annual General Meeting of Equity Shareholders of **Arora Fibres Limited (the Company)** held on Saturday, 4<sup>th</sup> day of October, 2014 at 11.30 A.M. at Survey No. 213, Piparia Industrial Estate, Silvassa-396230, Dadra & Nagar Haveli.

Dear Sir,

I, Dilip Gamit, Share Holder, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 21<sup>st</sup> Annual General Meeting of Equity Shareholders of **Arora Fibres Limited** held on Saturday, 4<sup>th</sup> day of October, 2014 at 11.30 A.M. at Survey No. 213, Piparia Industrial Estate, Silvassa-396230, Dadra & Nagar Haveli., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ 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. Or I did not find any poll papers invalid.
4. The result of Poll is as under:

**A. Resolution No 1:**

To consider and adopt:

- a. The audited financial statement of the Company for the financial year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon;
- b. The audited consolidated financial statement of the Company for the financial year ended March 31, 2014.

(i) **Voted in favor of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**B. Resolution No 2:**

To appoint a Director in place of Rupinder Singh Arora who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**C. Resolution No 3:**

To appoint Auditors M/s. Vinay Gudi and Associates, Chartered Accountants, for a period of three years at the ensuing Annual General Meeting and to be ratified their appointment every year in the Annual General Meeting and Fix Their remuneration.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**D. Resolution No 4:**

To appoint of Surendra Gupta as Independent Director of the Company.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**E. Resolution No 5:**

To appoint of Mr. Hrushikesh Deodharas an Independent Director of the Company.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**F. Resolution No 6:**

Empowering the Board to borrow money upto a limit of Rs. 50 Crores.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**G. Resolution No 7:**

Empowering the Board to create mortgage/security upto a limit of Rs. 50 Crores.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	405507	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

5. A Compact Disc (CD) 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 relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

  
Mr. Dilip Gamit  
(Scrutinizer)

Date: 4<sup>th</sup> October, 2014

Place: SILVASSA