

Hari Om Gulati

Practicing Company Secretary, Membership No. FCS 5462, CP No.9337
6/28, Jang Pura Extension, New Delhi-110014, Phone: 9810846326, Email: hogulati@gmail.com

Scrutinizer's Report- Combined (E-Voting & Polling at AGM)

To,

The Chairman of 36th Annual General Meeting of the Members of
Singer India Limited (the Company)
held on the 12th November, 2014 at Sri Sathya Sai International Centre,
Pragati Vihar, Bhisham Pitamah Marg,
Lodhi Road, New Delhi-110003.

Dear sir,


1. I Hari Om Gulati, a practicing Company Secretary, have been appointed as a Scrutinizer by
 - i) The Board of Directors of Singer India Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 36th Annual General Meeting (AGM) of the Members of the Company, held on the 12th November, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Ltd (CDSL) the authorized Agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through physical means) at AGM.
3. I have issued separate Scrutinizer's Report dated 6th November, 2014 on the e-voting and on poll on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of poll as under :-



Sl No.	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	POLLING				E-VOTING				GRAND TOTAL				RESULT
			FOR	AGAINST	INVALID	FOR	AGAINST	INVALID	FOR	%	AGAINST	%	INVALID	%	
1	Adoption of Financial Statement for the financial year ended 30.06.2014, the report of the Board of Directors and auditors thereon	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
2.	To declare a dividend on equity Shares	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
3.	To appoint a Director in place of Mr. Gavin Walker (DIN : 01216863), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
4.	To appoint M/S Ray & Ray, Chartered Accountants, (Firm Registration No. 30107ZE), as Statutory Auditors of the Company and fixing their remuneration.	Ordinary	8058049	-	40	20	-	-	8058069	99.99%	-	-	40	0.001%	Passed with requisite majority
5.	To appoint Mr. Paresh Nath Sharma (DIN : 00023625) as an Independent Director.	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
6.	To appoint Mr. Deepak Sabharwal (DIN :00173116) as an Independent Director.	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
7.	To appoint Mr. Ajit Kumar (DIN: 00106597) as an Independent Director.	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
8.	To appoint Mrs. Madhu VJ (DIN: 00025006) as an Independent Director.	Ordinary	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority
9.	Variation in terms of remuneration paid or payable to Mr. Rajeev Bajaj.	Special	8058049	-	40	20	-	-	8058069	99.99%	-	-	40	0.001%	Passed with

	Managing Director (DIN: 02284467) of the Company with effect from 1st day of July, 2014 till the remaining period of his tenure upto 30th September, 2014.													requisite majority	
10.	To re-appoint Mr. Rajeev Bajaj (DIN: 02284467), as Managing Director of the Company for a period of three years with effect from 1st October, 2014.	Special	8058051	-	38	20	-	-	8058071	99.99%	-	-	38	0.001%	Passed with requisite majority

Thanking you,
Yours faithfully,



(Harj Om Gulati)
Practicing Company Secretary
Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extension
New Delhi-110014

Place : New Delhi
Date : 13th November, 2014

Hari Om Gulati

Practicing Company Secretary, Membership No. FCS 5462, CP No.9337
6/28, Jang Pura Extention, New Delhi-110014, Phcne: 9810846326, Email: hogulati@gmail.com

Scrutinizer's Report

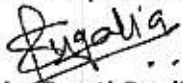
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 36th Annual General Meeting of the Members of
Singer India Limited (the Company)
To be held on the 12th November, 2014 at Sri Sathya Sai International Centre,
Pragati Vihar, Bhisham Pitamah Marg,
Lodhi Road, New Delhi-110003.

Dear Sir,

1. I Hari Om Gulati, a practicing Company Secretary, have been appointed by the Board of Directors of Singer India Limited as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the members of the Company to be held on 12th November, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Ltd (CDSL) the authorized Agency to provide e-voting facilities engaged by the Company.
3. Further to the above, I submit my report as under :-
 - i) The e-voting period remained open from Monday 3rd November, 2014 (9:00 A.M.) to Wednesday 5th November, 2014 (6.00 P.M.)
 - ii) The members of the Company as on the "cut-off" date i.e. 10th October, 2014 were entitled to vote on the resolution (item No. 1 to 10 as set out in the notice of the 36th AGM of the Company)
 - iii) The Votes cast were unblocked on 6th November, 2014 in the presence of 2 (two) witness, Mr. Sumti Pugliya and Mr. Ravi Kant Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Mr. Sumti Pugliya)


(Mr. Ravikant Gupta)



- iv) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of the Company CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under :

Item No 1 :-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended June 30, 2014, the reports of the Board of Directors and Auditors thereon.

- i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

- ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

- iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 2 :-

Ordinary Resolution to declare a dividend on equity shares.

- i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

- ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

- iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by them
-	-

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were declared invalid	
-	-

Item No 3 : -

Ordinary Resolution to appoint a Director in place of Mr. Gavin Walker (DIN : 01216863), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 4 : -

Ordinary Resolution to appoint M/S Ray & Ray, Chartered Accountants, (Firm Registration No. 301072E), as Statutory Auditors of the Company and fixing their remuneration.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 5 : -

Ordinary Resolution to appoint Mr. Paresh Nath Sharma (DIN : 00023625) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 6: -

Ordinary Resolution to appoint Mr. Deepak Sabharwal (DIN :00173116) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 7 : -

Ordinary Resolution to appoint Mr. Ajit Kumar (DIN :00106597) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 8 : -

Ordinary Resolution to appoint Mrs. Madhu Vij (DIN :00025006) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No.9:-

Special Resolution for Variation in terms of remuneration paid or payable to Mr. Rajeev Bajaj, Managing Director (DIN: 02284467) of the Company with effect from 1st day of July, 2014 till the remaining period of his tenure upto 30th September, 2014.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 10: -

Special Resolution to re-appoint Mr. Rajeev Bajaj (DIN: 02284467), as Managing Director of the Company for a period of three years with effect from 1st October, 2014.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	20	100%



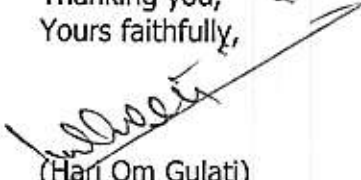
ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Thanking you,
Yours faithfully,


(Hari Om Gulati)

Practicing Company Secretary
Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extension
New Delhi-110014

Place : New Delhi

Date : 6th November, 2014

Hari Om Gulati

Practicing Company Secretary, Membership No. FCS 5462, CP No.9337
6/28, Jang Pura Extention, New Delhi-110014, Phone: 9810846326, Email: hogulati@gmail.com

Scrutinizer's Report

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

To,

The Chairman of 36th Annual General Meeting of the Members of Singer India Limited (the Company) held on the 12th November, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003.

Dear sir,

1. I Hari Om Gulati, a practicing Company Secretary, having its office 6/28, Jang Pura Extention New Delhi-110014 appointed as Scrutinizer of M/s Singer India Limited ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 36th Annual General Meeting of the Shareholders of M/s Singer India Limited, held on 12th November, 2014 at 3.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003., submit my report as under :
2. After the time fixed for closing of the poll by the Chairman, i.e. between 3.15 P.M. to 3.45 P.M. ballot box kept for polling were locked in my presence.
3. 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 with the authorizations/proxies lodged with the Company.
4. Mr. Sumti Pugliya and Mr. Sumit Bansal were appointed as witness for the whole poll process.
5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The result of the poll is as under :

Item No 1 :-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended June 30, 2014, the reports of the Board of Directors and Auditors thereon.



i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

Item No 2 :-

Ordinary Resolution to declare a dividend on equity shares.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

Item No 3 :-

Ordinary Resolution to appoint a Director in place of Mr. Gavin Walker (DIN : 01216863), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

i) **Vote in favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) **Voted Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

Item No 4 : -

Ordinary Resolution to appoint M/S Ray & Ray, Chartered Accountants, (Firm Registration No. 301072E), as Statutory Auditors of the Company and fixing their remuneration.

i) **Vote in favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
103	8058049	99.99%

ii) **Voted Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	40

Item No 5 :-

Ordinary Resolution to appoint Mr. Paresh Nath Sharma (DIN : 00023625) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

Item No 6 :-

Ordinary Resolution to appoint Mr. Deepak Sabharwal (DIN :00173116) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

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Item No 7 :-

Ordinary Resolution to appoint Mr. Ajit Kumar (DIN :00106597) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

Item No 8 :-

Ordinary Resolution to appoint Mrs. Madhu Vij (DIN :00025006) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

Item No.9:-

Special Resolution for Variation in terms of remuneration paid or payable to Mr. Rajeev Bajaj, Managing Director (DIN: 02284467) of the Company with effect from 1st day of July, 2014 till the remaining period of his tenure upto 30th September, 2014.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
103	8058049	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	40

Item No 10 :-

Special Resolution to re-appoint Mr. Rajeev Bajaj (DIN: 02284467), as Managing Director of the Company for a period of three years with effect from 1st October, 2014.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
104	8058051	99.99%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
-	-	-



iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	38

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



(Hari Om Gulati)
Practicing Company Secretary
Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extension
New Delhi-110014

Place: New Delhi
Date: 13th November, 2014