

Scrutinizer's Report on the voting by poll at the NCLT Convened Meeting of the Equity Shareholders of The Anup Engineering Limited held on Saturday, the 12th May, 2018 at 11.00 A.M. at J.B.Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad-380015, Gujarat, India.

Date: 12th May, 2018

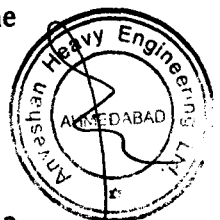
To,
Mr. Raju M. Mulani
Chairman Appointed for the Meeting.
M/s. The Anup Engineering Limited
Behind 66 KV Electric Sub Station,
Odhav Road, Ahmedabad-382415

Dear Sir,

Ref: Meeting of the Equity Shareholders of The Anup Engineering Limited (the Company) convened as per directions of National Company Law Tribunal (NCLT), Ahmedabad Bench vide its Order dated 16th March, 2018.

Sub: Report of the Scrutinizer on the voting conducted through poll at the NCLT Convened Meeting of the Equity Shareholders of the Company held on Saturday, the 12th May, 2018 at 11.00 A.M. at J.B.Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad-380015, Gujarat, India.

- (1) I, Hitesh D. Buch, Proprietor, Hitesh Buch & Associates, Practicing Company Secretary have been appointed by National Company Law Tribunal (NCLT), Ahmedabad Bench vide its Order dated 16th March, 2018 as a Scrutinizer for the purpose of scrutinizing the poll conducted at the NCLT Convened Meeting of the Equity Shareholders in respect of the resolution contained in the Notice dated 01st April, 2018 (the Notice) of the NCLT Convened Meeting held on Saturday, the 12th May, 2018 at 11.00 A.M. at J.B. Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad-380015, for business to be transacted in the matter of the Composite Scheme of Arrangement involving demerger, amalgamation and restructure of capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited and their respective Shareholders and creditors under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013.
- (2) The Management of the company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through poll on the resolution contained in the Notice of the Meeting.

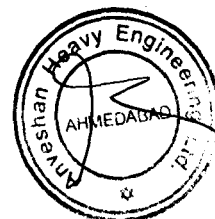


- (3) My responsibility as Scrutinizer was restricted to scrutinize the poll process at the meeting in a fair and transparent manner; and to prepare and submit my report on the votes cast in favour of or against the resolution.
- (4) The voting through poll at the NCLT Convened Meeting of Equity Shareholders was conducted to consider, and if thought fit, to pass the following resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 230 – 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March, 2017, the observation letters issued by each of BSE Limited and National Stock Exchange of India Limited and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Arrangement involving De-merger, amalgamation and restructure of Capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited and their respective Shareholders and creditors("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

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(5) 38 Shareholders holding 1,28,57,650 equity shares in aggregate were present in person or through Authorised Representative or through proxy at the NCLT Convened Meeting of the Equity Shareholders.

(6) I submit my report on the results of voting through Poll taken at the NCLT Convened Meeting of the Equity Shareholders as under:

(i) Voted in **favour** of the resolution

Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
38	100%	1,28,57,650	100%

(ii) Voted **against** the resolution

Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
NIL	NIL	NIL	NIL

(iii) There were no **Invalid** Votes.

Yours truly,



Hitesh D. Buch

For Hitesh Buch & Associates

Company Secretaries

CP No. 8195

FCS 3145

Place: Ahmedabad

