

Shraddha Jain
Practicing Company Secretary

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Scrutinizer's Report-Combined

(Pursuant to section 108 and 109 of the Companies Act 2013 read with rule 20 & 21 of the Companies (Management and Administrations) Rules, 2014 as amended)



To,
The Chairman of 28th Annual General Meeting
SHREE PACETRONIX LIMITED
Plot No 15, Sector II, Industrial Area,
Pithampur, Dist. Dhar (MP) 454775

Dear Sir,

Sub: Passing of Resolution(s) through Poll conducted at 28th Annual General Meeting and remote e-voting of Shree Pacetronix Limited

I, Shraddha Jain, Practicing Company Secretary having been appointed as the Scrutinizer by the Board of Directors of Shree Pacetronix Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and the poll conducted at the venue of the 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, do hereby submit my Report as under:-

- (i) The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the voting at the AGM.
- (ii) The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was Friday, 23rd September 2016.
- (iii) The remote e-voting facility was open from Tuesday, 27th September 2016 (9:00 A.M.) to Thursday, 29th September 2016 (5:00 P.M.)

(iv) The Company completed the dispatch of the notices to the members by Friday, 9th September, 2016.

(v) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press Journal (having country-wide circulation) on 10th September, 2016 and in Hindi Language in Indore Samachar on 10th September, 2016.

(vi) At the end of the voting period on 29th September, 2016 at 5.00 P.M., the voting portal of CDSL was blocked.

(vii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM. I had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

(viii) Accordingly, CDSL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.

(ix) At the venue of the AGM, at the end of discussion the Chairman ordered voting for those members present but had not cast their vote either through remote e-voting.

(x) On Friday, 30th September, 2016 after the conclusion of voting at the AGM first counted the votes cast at the meeting thereafter unblocked the votes cast through remote e-voting in the presence of Mr. Satyanarayan Patidar and Ms. Monika Rizwani who acted as the witnesses.

(xi) The voting done through poll at the meeting and remote e-voting were reconciled with the records maintained by the Company and the authorizations /proxies lodged with the Company.

Thereafter, I as a Scrutinizer duly compiled the details of voting through poll done at the venue of the AGM and the remote e-voting carried out by the Members, the details of which are as follows:




Item No.1: Ordinary Resolution

Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon:

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} \times 100$	5	6	$7 = \frac{6}{8} \times 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote E-voting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0

Item No.2: Ordinary Resolution

Appoint a Director in place of Mrs. Amita Sethi (DIN-00245722), who is liable to retire by rotation and being eligible offers herself for re-appointment:

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} \times 100$	5	6	$7 = \frac{6}{8} \times 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote E-voting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0

Item No. 3: Ordinary Resolution

Appointment of Statutory Auditor to fill the casual vacancy:

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} \times 100$	5	6	$7 = \frac{6}{8} \times 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote Evoting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0



Item No.4: Ordinary Resolution**Appointment of Statutory Auditor**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = (3/8) \times 100$	5	6	$7 = (6/8) \times 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote Evoting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0

Item No.5: Ordinary Resolution**Re-appointment of Mr. Atul Kumar Sethi as the Managing Director of Company:**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = (3/8) \times 100$	5	6	$7 = (6/8) \times 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote Evoting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0

Item No.6: Ordinary Resolution**Re-appointment of Mrs. Amita Sethi as the Whole Time Director of the Company:**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = (3/8) \times 100$	5	6	$7 = (6/8) \times 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote Evoting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0




Item No.7: Special Resolution**Adoption of new set of Articles of Association of the Company:**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{4}{(3/8)} * 100$	5	6	$7 = (6/8) * 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote Evoting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0

Item No.8: Special Resolution**To make investments under Section 186 of the Companies Act, 2013:**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{4}{(3/8)} * 100$	5	6	$7 = (6/8) * 100$	$8 = (3+6)$	9	10
Poll at AGM	34	8,68,674	100	0	0	0	8,68,674	0	0
Remote Evoting	6	3100	100	0	0	0	3100	0	0
Total	40	8,71,774	100	0	0	0	8,71,774	0	0

(xii) The list of Equity shareholders who voted "FOR"/"AGAINST" for each resolution through remote e-voting process and at the Poll in AGM is sent to Mr. Atul Kumar Sethi, Managing Director of the Company for records.

(xiii) All relevant record of electronic voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 28th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting for safe keeping.




Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

Thanking you,
Yours Faithfully,



Scrutinizer

Name: SHRADDHA JAIN

Practicing Company Secretary

ACS: 39488; CP: 14717

WITNESSES

1. Mr. Satyanarayan Patidar

2. Ms. Monika Rizwani

Counter signed by

For SHREE PACETRONIX LIMITED

CHAIRMAN OF THE MEETING

ATUL KUMAR SETHI

PLACE: INDORE

DATE: 01.10.2016