



B. L. KHANDELWAL & CO.

CHARTERED ACCOUNTANTS

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SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(ix) of the Companies (Management and Administration) Rules, 2014 and SEBI (LODR), Regulations, 2015]

The Chairman
ECE Industries Ltd.
ECE House
28-A, K.G. Marg
New Delhi - 110001

Dear Sir,

Sub. : Scrutinizer's Report on voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, at the 71st AGM of ECE Industries Limited held on 29.09.2017.

I, B. L. Khandelwal, Practicing Chartered Accountant having its office at 1, Doctor's Lane, Gole Market, New Delhi - 110001 have been appointed as a Scrutinizer of ECE Industries Ltd. ("the Company") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended upto date and SEBI (LODR) Regulations, 2015, for the purpose of Scrutinizing the e-voting and Polling process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

1. The e-voting period remained open from 25.09.2017 (09:30 a.m.) to 28.09.2017 (5.00 p.m.).
2. The polling (physical voting) conducted on 29.09.2017 at the AGM of ECE Industries Limited.
3. The votes were unblocked on 29.09.2017 for e-voting and polling (physical voting) in the presence of two witnesses, Mr. Jai Kumar Mishra, 1, Doctor's Lane, Gole Market, New Delhi - 110001 and Mr. Devender Singh Rawat, 1, Doctor's Lane, Gole Market, New Delhi - 110001 who are not in the employment of the Company. They have appended their signature in Confirmation of the votes being unblocked in their presence.
4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Depository Services Limited.
5. The shareholders holding shares as on the "cut off" date i.e. 22nd September 2017 were entitled to vote on the proposed resolutions (item no.1 to 7 as set out in the Notice of 71st AGM of ECE Industries Ltd.)



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6. The results of the e-voting/Polling are as under:

A) Resolution 1:- Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31st 2017. (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	18	5767807	99.996%
Physical	14	247	0.004%
Total Voted	32	5768054	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil

(iii) Invalid Votes :

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

B) Resolution 2:- Declaration of Dividend on Equity Shares for the year ended 31st March, 2017. (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	18	5767807	99.996%
Physical	14	247	0.004%
Total Voted	32	5768054	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil



(iii) Invalid Votes :

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

C) Resolution 3:- Re-appointment of Mr. Sakate Khaitan as Director retires by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	18	5767807	99.996%
Physical	14	247	0.004%
Total Voted	32	5768054	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil

(iii) Invalid Votes :

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

D) Resolution 4:- Ratification of appointment of VSD & Associates, Chartered Accountants as the Statutory Auditors and fixing their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	18	5767807	99.996%
Physical	14	247	0.004%
Total Voted	32	5768054	100.00%



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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil

(iii) **Invalid Votes :**

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

E) Resolution 5:- Approval of Appointment & Remuneration payable to Mr. Prakash Kumar Mohta as the Managing Director. (Special Resolution)

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

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	9	92757	99.734%
Physical	14	247	0.266%
Total Voted	23	93004	100.00%

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
9	5675050



F) Resolution 6:- Approval of Alteration in Articles of Association of the Company. (Special Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	18	5767807	99.996%
Physical	14	247	0.004%
Total Voted	32	5768054	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil

(iii) Invalid Votes :

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

G) Resolution 7:- Approval of remuneration of the Cost Auditor for the financial year ending March 31, 2017. (Ordinary Resolution)

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	18	5767807	99.996%
Physical	14	247	0.004%
Total Voted	32	5768054	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil



(iii) Invalid Votes :

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

7. The register, all other papers and relevant records relating to voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours Sincerely,

**For B L Khandelwal & Co.
Chartered Accountants
FRN No. 000998N**



**CA B. L. Khandelwal
FCA, FAFP, RV,
Certified Concurrent Auditor
Partner
M.No. 012331**



**Place: New Delhi
Date: 29.09.2017**

WITNESS:

Signature



(Jai Kumar Mishra)


Signature



(Devender Singh Rawat)

Countersigned by:

For ECE Industries Limited


**(Prakash Kumar Mohta)
Chairman of the Meeting**



Date: 29th September, 2017

Place: Delhi