



**B. L. KHANDELWAL & CO.  
CHARTERED ACCOUNTANTS**

1, Doctor's Lane, Gole Market, New Delhi - 110001  
Phone : Off.: 23742151, 23744372 Resi.: 27561073  
E-mail.: blkhandelwal@yahoo.com

**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]

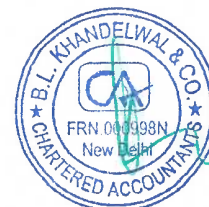
The Chairman  
ECE Industries Ltd.  
ECE House  
28-A, K.G. Marg  
New Delhi - 110001

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 72<sup>ND</sup> AGM of ECE Industries Limited held on 26.09.2018.**

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 22.09.2018 (09:30 a.m.) to 25.09.2018 (5.00 p.m.).
2. The polling (physical voting) conducted on 26.09.2018 at the AGM of ECE Industries Limited.
3. The votes were unblocked on 27.09.2018 for e-voting and polling (physical voting) in the presence of two witnesses 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 Securities Depository Limited.



5. The shareholders holding shares as on the "cut off" date i.e. 19<sup>th</sup> September, 2018 were entitled to vote on the proposed resolutions (item no.1 to 5 as set out in the Notice of 72<sup>nd</sup> AGM of ECE Industries Ltd.)

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 31<sup>st</sup> 2018. (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	6310039	98.65%
Physical	3	85753	1.34%
<b>Total Voted</b>	<b>21</b>	<b>6395792</b>	<b>99.99%</b>

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	500	0.01%
Physical	-	-	-
<b>Total Voted</b>	<b>1</b>	<b>500</b>	<b>0.01%</b>

**(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 31<sup>st</sup> March, 2018. (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	19	6310539	98.66%
Physical	3	85753	1.34%
<b>Total Voted</b>	<b>22</b>	<b>6396292</b>	<b>100.00%</b>



**(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 Mrs. Moulishree Gani 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	9	3159219	97.34%
Physical	3	85753	2.64%
Total Voted	<b>12</b>	<b>3244972</b>	<b>99.98%</b>

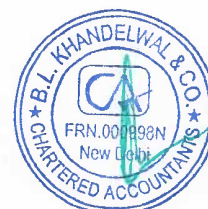
**(ii) Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	500	0.02%
Physical	Nil	Nil	Nil
Total Voted	<b>1</b>	<b>500</b>	<b>0.02%</b>

**(iii) Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
9	<b>3150820</b>

**D) Resolution 4:- Appointment of Mr. Yogesh D. Korani as an Independent Director. (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	6310039	98.65%
Physical	3	85753	1.34%
<b>Total Voted</b>	<b>21</b>	<b>6395792</b>	<b>99.99%</b>

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	500	0.01%
Physical	-	-	-
<b>Total Voted</b>	<b>1</b>	<b>500</b>	<b>0.01%</b>

(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 remuneration of the Cost Auditor for the financial year ending March 31, 2018. (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	6310039	98.65%
Physical	3	85753	1.34%
<b>Total Voted</b>	<b>21</b>	<b>6395792</b>	<b>99.99%</b>

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	500	0.01%
Physical	-	-	-
<b>Total Voted</b>	<b>1</b>	<b>500</b>	<b>0.01%</b>



(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,

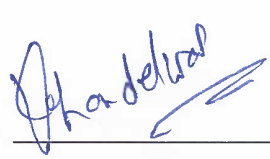
FOR B.L. KHANDELWAL & CO.  
Chartered Accountants

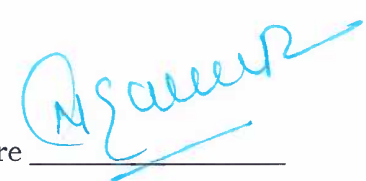
CA B.L. Khandelwal  
FCA, FAFP  
Certified Concurrent Auditor  
Partner  
M.No. 012331



Place: New Delhi  
Date: 27.09.2018

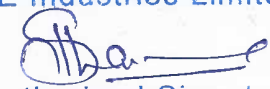
**WITNESS:**

Signature   
(Vishal Khandelwal)

Signature   
(Neeraj Kashyap)

**Countersigned by:**

For ECE Industries Limited

  
Authorised Signatory

Date: 27/09/2018  
Place: Delhi