



FORM No. MGT-13
REPORT OF SCRUTINIZER

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

To,

Chairman of the 14th Annual General Meeting of the Equity Shareholders of "Acropetal Technologies Limited" held on November 24, 2015 at the Registered Office of the Company at 74/75, 3rd Cross, 1st Main, N S Palya Bannerghatta Road, Bangalore - 560076 at 10.00 A.M.

Sir,

I, Naman G. Joshi, Proprietor of M/s. N G Joshi and Co., Company Secretaries, Bangalore, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement, for the purpose of scrutinizing the remote e-voting process and voting by poll taken at the 14th Annual General Meeting of the Equity Shareholders of "Acropetal Technologies Limited" held on Tuesday, on November 24, 2015 at the Registered Office of the Company at 74/75, 3rd Cross, 1st Main, N S Palya Bannerghatta Road, Bangalore - 560076 at 10.00 A.M.

We submit our report as under:

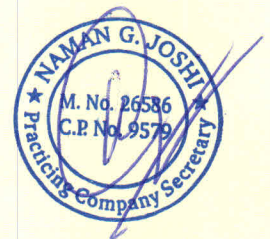
A. Relating to E-Voting.

1. The remote E-Voting period remained open from 9.00 A.M on Saturday, November 21, 2015 up to 5.00 P.M on Monday November 23, 2015.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by courier.
3. The e-voting event was unblocked on November 23, 2015 around 7.26 P.M. in presence of two witnesses, namely Mr. Shrinath Bhat, residing at 163A/21, 40th Cross, 2nd Block, Near Old Police Station Bus Stand, Rajajinagar, Bangalore 560010 and Mr. Raghavendra Kotemane residing at opp. Government Library, Near BBMP Choultry, 6th Block, Rajajinagar, Bangalore 560010 who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence.


(Shrinath Bhat)


(Raghavendra Kotemane)



B. Relating to voting by Poll.

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Invalid votes include shareholding of members who left ballot paper blank.

C. Result of E-Voting and Poll is as under.

1. The voting rights were reckoned as on November 17, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on November 2015, 2015 at 6.00 P.M. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of CDSL (www.evotingindia.com).
4. The combined result of remote e-voting and poll is as under:

a) RESOLUTION 1. (As an Ordinary Resolution)

To receive, consider, approve and adopt the standalone and consolidated financial statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of Board of Directors and the Auditors thereon.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	9	35	44
Number of votes cast by them	1,36,89,650	7,63,456	1,44,53,106
% of Total Number of valid votes cast	100	99.80	99.99

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	0	3	3
Number of votes cast by them	0	1,499	1,499
% of Total Number of valid votes cast	--	0.20	0.01

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Total number of members (in person or by proxy) Whose votes were declared invalid	0	1	1
Total number of votes cast by them	0	1,674	1,674

b) RESOLUTION 2. (As an Ordinary Resolution)

To appoint Mr. D. Ravi Kumar who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	7	36	43
Number of votes cast by them	1,36,47,650	7,64,456	1,44,12,106
% of Total Number of valid votes cast	99.69	99.93	99.71

(ii) Voted against the resolution

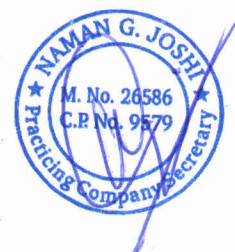
	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	42,000	499	42,499
% of Total Number of valid votes cast	0.31	0.07	0.29

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Total number of members (in person or by proxy) Whose votes were declared invalid	0	1	1
Total number of votes cast by them	0	1,674	1,674

c) RESOLUTION 3. (As an Ordinary Resolution)

To ratify the appointment of M/s. K Gopalakrishnan & Co, Chartered Accountants, Bangalore (Firm Registration No. 009600S) as approved by Members at the Thirteenth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Sixteenth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016.



(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	9	36	45
Number of votes cast by them	1,36,89,650	7,64,456	1,44,54,106
% of Total Number of valid votes cast	100	99.93	99.9965

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	0	2	2
Number of votes cast by them	0	499	499
% of Total Number of valid votes cast	0	0.07	0.0035

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Total number of members (in person or by proxy) Whose votes were declared invalid	0	1	1
Total number of votes cast by them	0	1,674	1,674

d) RESOLUTION 4: (As a Special Resolution)

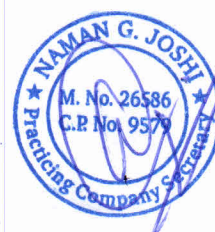
Re-appointment of Mr. Ravi Kumar D, as Managing Director of the Company

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	7	36	43
Number of votes cast by them	1,36,47,650	7,66,080	1,44,13,730
% of Total Number of valid votes cast	99.69	99.93	99.71

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	2	42
Number of votes cast by them	42,000	499	42,499
% of Total Number of valid votes cast	0.31	0.07	0.29



(iii) **Invalid Votes**

	Remote E-voting	Voting by Poll	Total
Total number of members (in person or by proxy) Whose votes were declared invalid	0	1	1
Total number of votes cast by them	0	50	50

e) **RESOLUTION 5: (As a Special Resolution)**

Disposal of entire investment held in wholly owned subsidiary Acropetal Inc, USA.

(i) **Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	8	36	44
Number of votes cast by them	1,36,89,550	7,65,880	1,44,55,430
% of Total Number of valid votes cast	99.9993	99.10	99.99

(ii) **Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	3	4
Number of votes cast by them	100	749	849
% of Total Number of valid votes cast	0.0007	0.10	0.01

(iii) **Invalid Votes – NIL**

5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,
Yours faithfully,



Place: Bangalore

Dated: November 25, 2015