

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

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)

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 at the 68th AGM of ECE Industries Limited held on 25.09.2014.

I, DILRAJ KUMAR, Practicing Advocate having its office at Chamber No. 349, Delhi High Court, New Delhi - 110003 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, 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 18.09.2014 (09:30 a.m.) to 19.09.2014 (6.00 p.m.).
2. The polling (physical voting) conducted on 25.09.2014 at the AGM of ECE Industries Limited.
3. The votes were unblocked on 19.09.2014 after 6.00 p.m. for e-voting and on 26.09.2014 for polling (physical voting) in the presence of two witnesses, Mr. Manoj Kumar, Chamber No. 636, Westren Wing, Tis Hazari Courts, Delhi - 110054 and Mr. R.K. Joshi, Lawyer's Chamber No.375, Block-I, Delhi High Court, New Delhi - 110003 who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

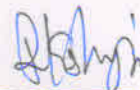
Signature



Name

MANOJ KUMAR

Signature



Name

R.K. JOSHI

Off.:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res.:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)

DIL RAJ KUMAR ADVOCATE
349 Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited.
5. The shareholders holding shares as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolutions (item no.1 to 12 as set out in the Notice of 68th 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 31st 2014. (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	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)

DIL RAJ KUMAR ADVOCATE,
349 Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

B) Resolution 2:- Declaration of Dividend on Equity Shares for the year ended 31st March, 2014. (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	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

C) Resolution 3:- Re-appointment of Shari 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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)

DIL RAJ KUMAR ADVOCATE
349 Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

D) Resolution 4:- Appointment of VSD & Associates, Chartered Accountants as the Statutory Auditors and fixing their remuneration in place of the retiring Auditors. (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	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)

DIL RAJ KUMAR ADVOCATE
349 Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

E) Resolution 5:- Appointment of Shri Om Prakash Khaitan 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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

F) Resolution 6:- Appointment of Shri Vikram Prakash 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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 - 4262405)

DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

G) Resolution 7:- Appointment of Shri Mahendra Kumar Jajoo 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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)

DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

H) Resolution 8:- Approval of payment of commission to Non-executive Directors. (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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

I) Resolution 9:- Approval of appointment and remuneration payable to 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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

Off.:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res.:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)

DIL RAJ KUMAR ADVOCATE
349 Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

J) **Resolution 10:- Approval under Section 180 (1)(c) of the Companies Act, 2013 for borrowing monies upto Rs.75 Crores over and above the aggregate of paid-up capital and free reserves 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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

Off.:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res.:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 -4262405)


DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

- K) **Resolution 11:- Approval under Section 180 (1)(a) of the Companies Act, 2013 for creation of Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings. (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	19	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

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

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

- (iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

- L) **Resolution 12:- Approval of remuneration of the Cost Auditor for the financial year ending March 31, 2015. (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	5694394	94.99%
Physical	125	697	0.01%
Total Voted	144	5695091	95.00%

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 95120 - 4262405)

DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	0	0	0
Physical	1	300000	5.00%
Total Voted	1	300000	5.00%

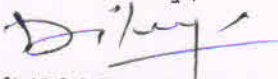
(iii) Invalid Votes :

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
18	44

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,


DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

Place: New Delhi

Date: 26.09.2014