

# Precision Electronics Limited

Dated: September 16, 2016

PEL/BSE-16-17- 0017

Department of Corporate Services  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P J Towers,  
Dalal Street,  
Mumbai 400 001

Stock Code: 517258

Sub: Submission of Scrutiniser's Report on e-Voting and Poll for the 37<sup>th</sup> Annual General Meeting

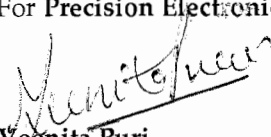
Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit you the Scrutinizer's Report on e- Voting and Poll for the 37<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 15, 2016 at 03.00 p.m. at Bipin Chandra Pal Memorial Auditorium, A- 81, C.R. Park, New Delhi – 110019.

You are requested to kindly take the same on your record.

Thanking you,

Truly Yours,  
For Precision Electronics Limited

  
Veenita Puri  
Company Secretary



JM

**Noida Office:**

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Uttar Pradesh, India  
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Fax: +91-120-2524337  
CIN: L32104DL1979PLC009590



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Email: [contacts@pel-india.com](mailto:contacts@pel-india.com), Website: [www.pel-india.com](http://www.pel-india.com)

**Roorkee Office:**

Plot No. 9&10, K.I.E Industrial Estate,  
Roorkee 249406, (Uttarakhand), India  
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**Consolidated Scrutiniser's Report**

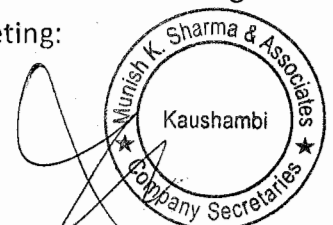
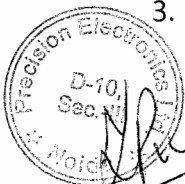
*(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 (4)(xii) and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014)*

To,  
The Chairman of 37<sup>th</sup> Annual General Meeting of the members of  
**Precision Electronics Limited** ('The Company') held on the 15<sup>th</sup> day of September, 2016 at  
Bipin Chandra Pal Memorial Auditorium, A -81, C.R Park, New Delhi- 110019

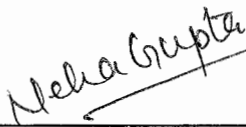
Dear Sir,

Sub: Scrutiniser's combined report on remote e-voting and ballot papers received from the shareholders pertaining to the 37<sup>th</sup> Annual General Meeting of Precision Electronics Limited.

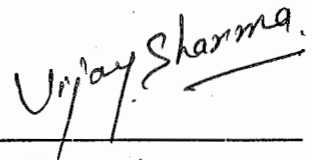
1. I, CS Munish Kumar Sharma, a Company Secretary in Whole Time Practice, have been appointed by the Board of Directors of the Company as a scrutiniser for the purpose of scrutinising the process of remote e-voting and ballot papers received from shareholders, carried out as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20(4) and 21(2) of the Companies (Management and Administration) Rules, 2014 ('Rules') to ascertain the requisite majority in respect of resolutions contained in the notice to the 37<sup>th</sup> Annual General Meeting (AGM) of the Company, held on 15<sup>th</sup> day of September, 2016 at Bipin Chandra Pal Memorial Auditorium, A -81, C.R Park, New Delhi- 110019.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 37<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutiniser for the voting process is restricted to make a Scrutiniser's Report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions stated above based on the reports generated from the process of remote e- voting and ballot paper.
3. Further to the above, I hereby submit my scrutiny report on remote e- voting and voting by ballot papers at the 37<sup>th</sup> Annual General Meeting:



- a. The remote e-voting period remained open from Monday, 12<sup>th</sup> September, 2016 (9:00 A.M.) to Wednesday, 14<sup>th</sup> September, 2016 (5:00 P.M.).
- b. The members of the Company as on the "cut-off" date i.e., 8<sup>th</sup> September, 2016 were entitled to vote on the resolutions (from No. 1 to 4) as set out in the notice of the 37<sup>th</sup> Annual General Meeting of the Company.
- c. After declaration of poll by the Chairman, the ballot box kept for polling and was taken into custody and locked.
- d. The ballot box was subsequently opened in my presence and poll papers were diligently scrutinised. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (RTA) of the Company and the authorisations/ proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e- voting and as well as on poll.
- e. As stated above, the remote e- voting period ended at 5:00 p.m. on 14<sup>th</sup> September, 2016. The votes cast on remote e- voting were unblocked by me during the working hours in the presence of two witnesses, CS Neha Gupta and CS Vijay Kumar Sharma, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



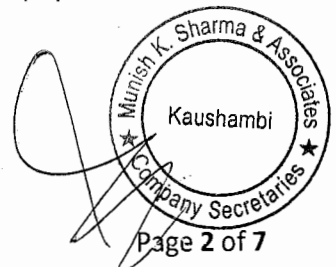
CS Neha Gupta



CS Vijay Kumar Sharma

- f. The ballot papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
  - g. List of Equity Share Holders, who voted electronically, "FOR" or "AGAINST", each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited ('NSDL') i.e., <https://www.evoting.nsdl.com>.
4. The details of remote e- voting (EVEN-104611) and ballot papers received at the 37<sup>th</sup> Annual general Meeting are as under:



  
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**Resolution No. 1:**

**Ordinary Resolution:** To receive, consider and adopt the Directors' Report, Financial Statements for the year ended on 31<sup>st</sup> March 2016 and the Auditors' Report thereon:

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	42	42,82,720	80.69
Ballot at AGM	14	10,25,187	19.31
<b>Total</b>	<b>56</b>	<b>53,07,907</b>	<b>100.00</b>

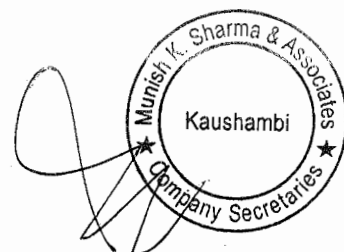
(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	0.00
Ballot at AGM	0	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0.00
Ballot at AGM	1	0.00
<b>Total</b>	<b>1</b>	<b>0.00</b>

**RESULT: The Resolution No. 1 is passed as an Ordinary Resolution.**



**Resolution No. 2:**

**Ordinary Resolution:** To re-appoint Ms. Ranjna Gudoo who retires by rotation and being eligible, offers herself for reappointment:

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	42	42,82,720	80.69
Ballot at AGM	14	10,25,187	19.31
<b>Total</b>	<b>56</b>	<b>53,07,907</b>	<b>100.00</b>

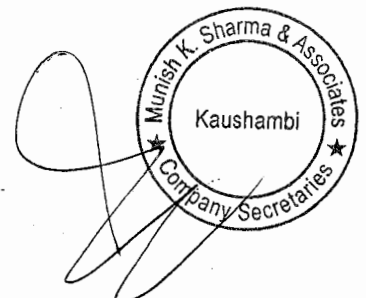
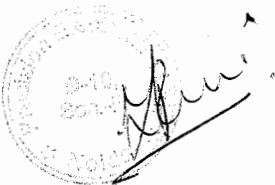
(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	0.00
Ballot at AGM	0	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0.00
Ballot at AGM	1	0.00
<b>Total</b>	<b>1</b>	<b>0.00</b>

**RESULT: The Resolution No. 2 is passed as an Ordinary Resolution.**



**Resolution No. 3:**

**Ordinary Resolution:** To ratify the appointment of M/s. Rajendra K. Goel & Co., Chartered Accountants (F.R.N. 01457N) as Statutory Auditors of the Company, who were appointed at the AGM held on September 27, 2014 for a period of three year up to the conclusion of 38th Annual General Meeting to be held in the year 2017.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	42	42,82,720	80.69
Ballot at AGM	14	10,25,187	19.31
<b>Total</b>	<b>56</b>	<b>53,07,907</b>	<b>100.00</b>

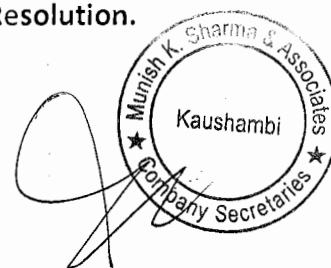
(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	0.00
Ballot at AGM	0	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0.00
Ballot at AGM	1	0.00
<b>Total</b>	<b>1</b>	<b>0.00</b>

**RESULT: The Resolution No. 3 is passed as an Ordinary Resolution.**



**Resolution No. 4:**

**Ordinary Resolution:** Not to fill up vacancy created by retirement of Mr. Pradeep Kumar Kanodia:

**“RESOLVED THAT** pursuant to Section 152 (7) of the Companies Act, 2013, vacancy caused on the Board of the Company, by retirement of Mr. Pradeep Kumar Kanodia (holding DIN: 00002561), a Director liable to retire by rotation, who retires by rotation and does not offer himself for re-appointment, be not filled up.”

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	42	42,82,720	80.69
Ballot at AGM	14	10,25,187	19.31
<b>Total</b>	<b>56</b>	<b>53,07,907</b>	<b>100.00</b>

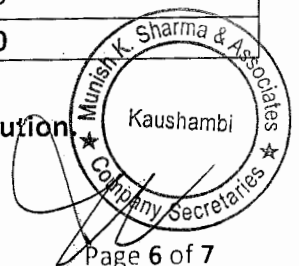
(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	0	0	0.00
Ballot at AGM	0	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0.00
Ballot at AGM	1	0.00
<b>Total</b>	<b>1</b>	<b>0.00</b>

RESULT: The Resolution No. 4 is passed as an Ordinary Resolution.



*[Handwritten signature]*

5. The Register and all other papers relating to remote e- voting and physical ballot shall remain under my safe custody until the Chairman considers, approves and sign the minutes and thereafter I will return the register and other related papers to the Company.

Thanking you,

**For Munish K. Sharma & Associates**  
**Company Secretaries**



*M. Kumar Sharma*

**Munish Kumar Sharma**  
**Company Secretary in Practice**  
Membership No F-6031  
C.P. No. 6460

Date : 16<sup>th</sup> Sept. 2016

Place : Kaushambi, Ghaziabad, U.P

*M. Kumar Sharma*