



B. L. KHANDELWAL & CO.

CHARTERED ACCOUNTANTS

Head Office : 1, Doctor's Lane, Gole Market, New Delhi-110001
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SCRUTINIZER'S REPORT

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[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,

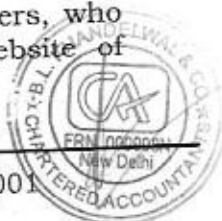
Sub. : Scrutinizer's Report on voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, at the 70th AGM of ECE Industries Limited held on 23.09.2016.

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 23.09.2016 (09:30 a.m.) to 26.09.2016 (5.00 p.m.).
2. The polling (physical voting) conducted on 27.09.2016 at the AGM of ECE Industries Limited.
3. The votes were unblocked on 28.09.2016 for e-voting and polling (physical voting) in the presence of two witnesses, Mr. Vishal Khandelwal, 1, Doctor's Lane, Gole Market, New Delhi - 110001 and Mr. Jai Kumar Mishra 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.

Branch Office at : 305, 3rd Floor, Rohit House, 3, Tolstoy Marg, New Delhi-110001
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Branch Office at : A-308, Vaishali Nagar, Jaipur - 301021 (Rajasthan)



5. The shareholders holding shares as on the "cut off" date i.e. 20th September, 2016 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of 70th 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 2016. (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	27	6447290	99.999%
Physical	15	53	0.001%
Total Voted	42	6447343	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:- Re-appointment of Mrs. Moulishree Gani as a 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	27	6447290	99.999%
Physical	15	53	0.001%
Total Voted	42	6447343	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:- 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	27	6447290	99.999%
Physical	15	53	0.001%
Total Voted	42	6447343	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:- Appointment of Mr. Shibhan Ganju 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	27	6447290	99.999%
Physical	15	53	0.001%
Total Voted	42	6447343	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 Investment Limits upto Rs.500 Crores. (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	27	6447290	99.999%
Physical	15	53	0.001%
Total Voted	42	6447343	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
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(iii) **Invalid Votes :**

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

F) **Resolution 6:- 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	27	6447290	99.999%
Physical	15	53	0.001%
Total Voted	42	6447343	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,

CA B. L. Khandelwal
Partner
M.No. 012331



Place: New Delhi
Date: 28.09.2016

WITNESS:

Signature



(Vishal Khandelwal)

Signature



(Jai Kumar Mishra)

Countersigned by:

For ECE Industries Limited



(Prakash Kumar Mohta)
Chairman of the Meeting



Date: 29th September, 2016
Place: Kolkata