

**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s Pace Automation Limited held on 28<sup>th</sup> September, 2015 at 3.00 P.M at Bharatiya Vidya Bhavan, 20, 22, East Mada Street, Mylapore, Chennai - 60004 .

Dear Sir,

1. I, Lakshmmi Subramanian, a Practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of M/s Pace Automation Limited (The Company) for the purpose of
  - (i) Scrutinizing the E-voting process (Remote e-voting) under the provisions of section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended (Rules) and,
  - (ii) Poll under the provisions of section 109 of the Companies Act, 2013 act read with Rule 21 of the rules, on the resolutions contained in the notice to the 25<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 28<sup>th</sup> September, 2015 at 3.00 P.M at Bharatiya Vidya Bhavan, 20, 22, East Mada Street, Mylapore, Chennai - 60004.
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 (i.e. by remote e-voting and voting by poll at the AGM) for the resolutions contained in the notice to the 25<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and poll at the AGM) is restricted to make a consolidated Scrutinizer's report of the votes cast; in favour or against the resolution stated above and based on the reports generated from the e-voting system provided by M/s Central Depository Services Limited, the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting).
3. I have issued separate Scrutinizer's Report dated 29<sup>th</sup> September 2015 on the remote e-voting through electronic system and on the poll on the resolutions contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting and poll at the AGM) as follows.



1. Receive ,Consider and Adopt the Financial Statements as at 31<sup>st</sup> March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Board of Directors ( the Board) and Auditors thereon

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	Nil	Nil
Total Number of Ballot Papers Received (Physical Voting)	32	6074975
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	Nil	Nil
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	6074975
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)		100%

**Result:** The above resolution was unanimously passed as Ordinary Resolution.



**2. Appointment of a Director in place of Smt. Malathi Gopala Krishnan,( DIN 00841108) who retires by rotation and being eligible, offers herself for re-appointment.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	Nil	Nil
Total Number of Ballot Papers Received (Physical Voting)	32	6074975
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	Nil	Nil
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	6074975
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)		100%

**Result:** The above resolution was unanimously passed as Ordinary Resolution .



**3. Ratification of Appointment of Mr. N.Subramanian, Chartered Accountant, as the Statutory Auditors of the company and to fix their remuneration**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	Nil	Nil
Total Number of Ballot Papers Received (Physical Voting)	32	6074975
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	Nil	Nil
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	6074975
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:** The above resolution was unanimously passed as Ordinary Resolution .

**4. Appointment of Mr.Srinivasan Arvind IAS ( Retd ) as an Independent Director.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	Nil	Nil
Total Number of Ballot Papers Received (Physical Voting)	32	6074975
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	Nil	Nil
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	6074975
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	



**Result:** The above resolution was unanimously passed as Ordinary Resolution .

**5. Appointment of Mr.V.Raman as an Independent Director.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	Nil	Nil
Total Number of Ballot Papers Received (Physical Voting)	32	6074975
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	Nil	Nil
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	6074975
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

**Result:** The above resolution was unanimously passed as Ordinary Resolution .

**6. Remuneration to Managing Director.**

**Nature of resolution:** Special Resolution

**Voting requirement:** 2/3<sup>rd</sup> majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	Nil	Nil
Total Number of Ballot Papers Received (Physical Voting)	32	6074975
<b>Invalid Votes:</b>		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (E- Voting)	Nil	Nil
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	6074975
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	



**Result:** The above resolution was unanimously passed as Special Resolution.

Therefore we recommend that you may declare the results as above.

For and on Behalf of Lakshmmi Subramanian & Associates



Mrs Lakshmmi Subramanian  
Senior Partner  
Scrutinizer

