



**K. J. Shah**

M. Com., LL.B., DTP, FCS, ICWA

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**SCRUTINIZER REPORT**

**"Pursuant to Section 108 of the Companies Act 2013 and Rule 20(XI) of the  
Companies (Management and Administration) Rules, 2014"**

To,  
The Chairman  
**Austin Engineering Company Limited**  
Village: Patla, Bhesan, District: Junagadh  
Gujarat-362030

**Subject: Scrutinizer Report on the "Remote E-Voting" and "Voting through Ballot" at  
the meeting in respect of the resolution contained in the Notice of 39<sup>th</sup> Annual  
General Meeting of Austin Engineering Company Limited held on Tuesday,  
19<sup>th</sup> September, 2017 at 11:00 am.**

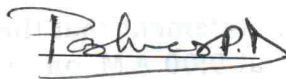
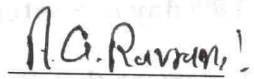
Dear Sir,

- A. I, **Mr. Kaushik Shah** of **K J Shah & Company, Practicing Company Secretary**, has been appointed as the Scrutinizer of **Austin Engineering Company Limited** ["The Company"] vide a resolution passed by Board of Directors at their meeting held on **27<sup>th</sup> May, 2017** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and also pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to carry out the scrutiny of the Remote E-voting and voting through Ballot at the aforesaid Annual General Meeting in respect of 13 resolutions as mentioned herein below and as contained in the notice of the said Annual general Meeting ("**said AGM**", herein after).
- B. Pursuant to the provisions of section 108 of the Companies Act 2013, read with relevant rules thereof and also pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we have conducted the scrutiny of the aforesaid "**Remote E-voting**" and "**Voting through Ballot**" at the said Annual General Meeting, in respect of aforesaid resolutions numbers 01 to 13, I submit my report hereunder:
- (i) As per the information provided to me, by the officers of the Company, the Company has completed on, the dispatch of relevant notices dated **27<sup>th</sup> May, 2017** along with statement setting out material facts under section 102 of the Companies Act 2013 convening the said Annual General Meeting to the member of the Company by the applicable mode. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid Annual General Meeting has been placed on the website of the Company.







- (v) That to the best of my understanding the portal i.e., <https://www.evotingindia.com>, where Remote E Voting process was provided, was blocked at 5:00 P.M. on 18<sup>th</sup> September, 2017
- (vi) That after discussions on the above 13 resolution at the said AGM were over, a facility for casting the vote by ballot / polling paper at the venue of the said AGM was provided to those members who wanted to cast their votes by said ballot / polling paper.
- (vii) That the said Remote E Voting at portal <https://www.evotingindia.com> was unblocked by me at 11:43 A.M. on 19<sup>th</sup> September, 2017 that is after the voting by Ballot/Polling Paper were completed and counted. The said Remote E voting was unblocked by me in the presence of following persons.
- a. Mr. Pintu Dineshbhai Parmar 
- b. Mr. Arvind Gandubhai Ravrani 
- who are not in the employment of the Company and who have put their signature alongside their name as above.
- (viii) The results containing the details of votes cast by Remote E voting mode has been provided to me by CDSL, the agency which was appointed by the company to provide and maintain and which provided and maintained the Remote E voting Platform for the aforesaid remote E voting, in respect of aforesaid 13 resolutions.
- (ix) The relevant details of the aforesaid Remote E voting Process in respect of aforesaid resolutions have been entered in to registers, electronically as per the provisions of Rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014 read with Section 108 of Companies Act, 2013 and are available as on this day at the website <https://www.evotingindia.com>
- (x) The cut-off date for determining the eligibility to cast vote was 12<sup>th</sup> September, 2017 and such persons who were the members of Company as on the said cutoff date were entitled to cast their vote either by Remote E voting or through Ballot at the said AGM on the relevant resolutions.

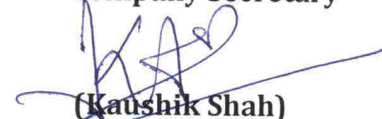




- C. That the details of voting, through Remote E Voting and through Ballot at the said AGM in respect of the said 13 resolutions have been submitted separately vide Annexure "A"
- D. That the comprehensive chart showing the details of vote cast through Remote E Voting and through ballot at the AGM of the Company is attached with this report as Annexure "B"
- E. The Ballot/poll papers and all others relevant records were sealed and handed over to the Chairman of the Company for Safe Keeping.

Place : Junagadh  
Date : 19.09.2017

For, K J Shah & Company  
Company Secretary

  
(Kaushik Shah)  
Proprietor  
FCS 2420 CP 1414



## Detailed Consolidated Results of "E-Voting" and "Ballot Voting"

### "ANNEXURE A"

**Item no.1 (a):** To receive, consider, and adopt the Audited Standalone financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2017 together with report of the Board of Directors and Auditors thereon.

**Item no.1 (B):** the Audited consolidated financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2017 together with report of Auditors thereon. - **Ordinary**

#### Resolution

#### Valid Votes

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	32	81	265010	934597	1199607	
Assent	49	32	81	265010	934597	1199607	100%
Dissent	0	0	0	0	0	0	0%
Total	49	32	81	265010	934597	1199607	

#### Invalid Votes

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Ordinary Resolution as contained in Item no. 1 is passed **with Requisite Majority.**

**Item no 2:** To appoint a Director in place of **Mr. Rajan R. Bambhanja** who, retires by rotation and being eligible offers himself for re- appointment. - **Ordinary Resolution**

#### Valid Votes

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	31	80	265010	874297	1139307	
Assent	49	31	80	265010	874297	1139307	100%
Dissent	0	0	0	0	0	0	0%
Total	49	31	80	265010	874297	1139307	

#### Invalid Votes

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Ordinary Resolution as contained in Item no. 2 is passed **with Requisite Majority.**



**Item no 3:** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution pursuant to the provisions of Sections 139, 142 and other applicable provisions to appoint **M/S B. H. Advani & Associates, Chartered Accountants, Junagadh (Firm Registration No. 117127W)** as the auditor of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company - **Ordinary Resolution**

**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	32	81	265010	934597	1199607	
Assent	49	32	81	265010	934597	1199607	100%
Dissent	0	0	0	0	0	0	0%
Total	49	32	81	265010	934597	1199607	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Ordinary Resolution as contained in Item no.3 is **passed with Requisite Majority.**

**Item no 4:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions to appoint **Mr. Jagdishchandra B. Jagani** holding **DIN 07645671** as an Non – Executive Independent Director who was appointed as an Additional Director in independent capacity pursuant to relevant section of the Company — **Special Resolution.**

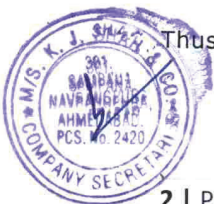
**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	32	81	265010	934597	1199607	
Assent	49	32	81	265010	934597	1199607	100%
Dissent	0	0	0	0	0	0	0%
Total	49	32	81	265010	934597	1199607	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.4 is **passed with Requisite Majority.**



**Item no 5:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Austin Engineering Co. (Formerly Known as Accurate Engineering Inc.)** (wholly owned subsidiary) for sale of Bearings and/or Components for the value not exceeding Rs. 50 Crores per annum for the period of 5 years – **Special Resolution**

**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	21	70	265010	454238	719248	
Assent	49	21	70	265010	454238	719248	100%
Dissent	0	0	0	0	0	0	0%
Total	49	21	70	265010	454238	719248	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.5 is **passed with Requisite Majority**.

**Item no 6:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Max Precision Bearings Private Limited** for Purchase of Bearings and/or Components, sale of Bearings and/or Components, getting the Job work done and doing the job work for the value not exceeding Rs. 300 Lakhs, Rs. 100 Lakhs, Rs. 500 Lakhs and Rs. 50 Lakhs per annum respectively, for the period of 5 years – **Special Resolution**

**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	26	75	265010	554081	819091	
Assent	49	26	75	265010	554081	819091	100%
Dissent	0	0	0	0	0	0	0%
Total	49	26	75	265010	554081	819091	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.6 is **passed with Requisite Majority**.



**Item no 7:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Austin Traders** (A partnership firm) for sale of Bearings and/or Components for the value not exceeding Rs. 150 Lakhs per annum for the period of 5 years – **Special Resolution**

**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	30	79	265010	755781	1020791	
Assent	49	30	79	265010	755781	1020791	100%
Dissent	0	0	0	0	0	0	0%
Total	49	30	79	265010	755781	1020791	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.7 is **passed with Requisite Majority.**

**Item no 8:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Accord Precision Products** (A partnership firm) for getting the job work done for the value not exceeding Rs. 600 Lakhs per annum for the period of 5 years – **Special Resolution**

**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	20	69	265010	434238	699248	
Assent	49	20	69	265010	434238	699248	100%
Dissent	0	0	0	0	0	0	0%
Total	49	20	69	265010	434238	699248	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.8 is **passed with Requisite Majority.**

**Item no 9:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Optimum Services Inc** (A partnership firm) for Purchase of Bearings and/or Components, sale of Bearings and/or Components, getting the Job work done and doing the job work





for the value not exceeding Rs. 700 Lakhs, Rs. 50 Lakhs, Rs. 100 Lakhs and Rs. 25 Lakhs per annum respectively, for the period of 5 years – **Special Resolution**

**Valid Votes**

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	20	69	265010	434238	699248	
Assent	49	20	69	265010	434238	699248	100%
Dissent	0	0	0	0	0	0	0%
Total	49	20	69	265010	434238	699248	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.9 is **passed with Requisite Majority.**

**Item no 10:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **SNR enterprises** (A partnership firm) for sale of Bearings and/or components for the value not exceeding Rs. 900 Lakhs per annum for the period of 5 years – **Special Resolution**

**Valid Votes**

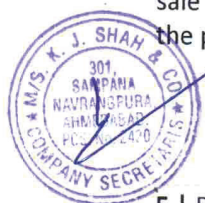
Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	20	69	265010	434238	699248	
Assent	49	20	69	265010	434238	699248	100%
Dissent	0	0	0	0	0	0	0%
Total	49	20	69	265010	434238	699248	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.10 is **passed with Requisite Majority.**

**Item no 11:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Accumax Engineering Company** (A partnership firm) for getting job work done and sale of scrap for the value not exceeding Rs. 100 Lakhs and Rs. 15 Lakhs per annum respectively, for the period of 5 years – **Special Resolution**



### Valid Votes

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	26	75	265010	734292	999302	
Assent	49	26	75	265010	734292	999302	100%
Dissent	0	0	0	0	0	0	0%
Total	49	26	75	265010	734292	999302	

### Invalid Votes

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.11 is **passed with Requisite Majority**.

**Item no 12:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the transactions with **Eminent Trading (India) LLP** (Limited Liability Partnership firm) for sale of Bearings and/or Components for the value not exceeding Rs. 500 Lakhs per annum for the period of 5 years – **Special Resolution**

### Valid Votes

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	20	69	265010	434238	699248	
Assent	49	20	69	265010	434238	699248	100%
Dissent	0	0	0	0	0	0	0%
Total	49	20	69	265010	434238	699248	

### Invalid Votes

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.12 is **passed with Requisite Majority**.

**Item no 13:** To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, pursuant to section 188(1) and other applicable provisions, to enter into the with transactions **United Trading Company** (A Partnership firm) for sale of Bearings and/or Components for the value not exceeding Rs. 500 Lakhs per annum for the period of 5 years – **Special Resolution**



Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	49	20	69	265010	434238	699248	
Assent	49	20	69	265010	434238	699248	100%
Dissent	0	0	0	0	0	0	0%
Total	49	20	69	265010	434238	699248	

**Invalid Votes**

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	4	0	0	220	0	0

Thus, the Special Resolution as contained in Item no.13 is **passed with Requisite Majority.**



**"ANNEXURE B"**

**AUSTIN ENGINEERING COMPANY LIMITED**

**"Voting by Ballot" at the Annual General Meeting held on 19/09/2017 AND "Remote E-Voting" during the period 16/09/2017 to 18/09/2017**

**Comprehensive Result of Remote E- Voting and Voting through Ballot at the AGM**

Resolution	Number of votes (folio valid)	No. of shares/ votes held	No .of shares / votes exercised	No. of shares/votes exercised in favour	No. of Shares / votes exercised in against	Total % of votes cast in Favour (valid votes) 5/4*100	Total % of votes cast against (valid votes) 6/4*100
1	2	3	4	5	6	7	8
1(a)	81	1199607	1199607	1199607	0	100	0
1(b)	81	1199607	1199607	1199607	0	100	0
2	80	1139307	1139307	1139307	0	100	0
3	81	1199607	1199607	1199607	0	100	0
4	81	1199607	1199607	1199607	0	100	0
5	70	719248	719248	719248	0	100	0
6	75	819091	819091	819091	0	100	0
7	79	1020791	1020791	1020791	0	100	0
8	69	699248	699248	699248	0	100	0
9	69	699248	699248	699248	0	100	0
10	69	699248	699248	699248	0	100	0
11	75	999302	999302	999302	0	100	0
12	69	699248	699248	699248	0	100	0
13	69	699248	699248	699248	0	100	0




Statement of Invalid Votes		
Resolution no.	No.of Voters (folios) Declared Invalid	No. of votes contained
1(a)	4	220
1(b)	4	220
2	4	220
3	4	220
4	4	220
5	4	220
6	4	220
7	4	220
8	4	220
9	4	220
10	4	220
11	4	220
12	4	220
13	4	220
<b>Total</b>	56	3080

Place : Junagadh  
Date : 19.09.2017



For, K J Shah & Company  
Company Secretary

  
(Kaushik Shah)

Proprietor  
FCS 2420 CP 1414