



AUSTIN ENGINEERING COMPANY LIMITED

Regd. Office & Works.

Patla, Ta. Bhesan, Via Ranpur (Sorath), Post Hadmatiya - 362 030. Dist. Junagadh (India)
Phones : (02873) 252223, 252267, 252268 Fax : (02873) 252225
CIN. L27259GJ1978PLC003179

Aec/sec/BSE/2020-21/26
BSE Code : AUSTENG | 522005 | INE759F01012

Dated : 28 September, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
MUMBAI 400 023

Sub: - 42nd Annual General Meeting held on 28th September, 2020

Dear Sir,

We submit herewith the following with respect **42nd Annual General Meeting** of the Company held on **28th September, 2020** at Registered Office of the Company.

1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.
2. Scrutinizers Report of **M/s. K J Shah & Co., Company Secretary**, Ahmedabad on combined remote E-voting and Physical Ballot taken at the Annual General Meeting dated **28th September, 2020** pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.

All the resolutions placed for approval at the **42nd Annual General Meeting** as set out in the Notice dated **09th July, 2020** have been passed by the Members with requisite majority.

Kindly take the same on your record.

Thanking you,

Yours Faithfully
For Austin Engineering Company Limited,

Rajan R Bambhania
Managing Director
DIN: 00146211



Manufacturers of :
ALL KINDS OF **BEARINGS**



ISO 9001 : 2008
ISO / TS 16949 : 2009
ISO 14001 : 2004
OHSAS 18001 : 2007
www.tuv.com
ID 0910099553

Voting Results

Date of the AGM/EGM	28 th September, 2020
Total number of shareholders on record date	4344
No. of shareholders present in the meeting either in person or through proxy:	34
Promoters and Promoter Group:	14
Public:	20
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public	0



Resolution	1(a): The Audited standalone financial statement of the Company for the financial year ended on 31st March, 2020 together with report of the Board of Directors and Auditors thereon and 1 (B): The Audited consolidated financial statement of the Company for the financial year ended on 31st March, 2020 together with report of Auditors thereon.									
Resolution required: (Ordinary/ Special)	Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	977180	977180	100	977180	0	100	0		
	Poll									
	Postal Ballot (if applicable)									
	Total	977180	977180	100	977180	0	100	0		
Public-Institutions	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
	Total	0	0	0	0	0	0	0		
Public- Non Institutions	E-Voting	47729	47729	100	47729	0	100	0		
	Poll									
	Postal Ballot (if applicable)	27797	27797	100	27797	0	100	0		
	Total	75526	75526	100	75526	0	100	0		
Total		1052706	1052706	100	1052706	0	100	0		



Resolution		2. To appoint a Director in place of Mr. Rajan R. Bambhanian (DIN No.:00146211) who, retires by rotation and being eligible offers himself for re- appointment.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	671869	671869	100	671869	0	100	0
	Poll							
	Postal Ballot (if applicable)							
Public- Institutions	Total	671869	671869	100	671869	0	100	0
	E-Voting							
	Poll							
Public- Non Institutions	Postal Ballot (if applicable)							
	Total	0	0	0	0	0	0	0
	E-Voting	15056	15056	100	15056	0	100	0
Total	Poll							
	Postal Ballot (if applicable)	27797	27797	100	27797	0	100	0
	Total	42853	42853	100	42853	0	100	0
		714722	714722	100	714722	0	100	0



Resolution

3. To appoint Statutory Auditor for a period of 5 years:
“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s. J C Ranpura & Company, Chartered Accountants, Rajkot, Gujarat (FRN 108647W)** who was appointed as Statutory Auditors up to the conclusion of the 42nd Annual General Meeting by the member of the Company in pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014] on **27th December, 2019** to fill the causal vacancy caused due to resignation of **M/S H R Dewani & Company**, and who has given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and is hereby appointed as Statutory Auditors of the Company for a term of **Five (5)** years from the conclusion of this Annual General Meeting till the conclusion of the 47th Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

Ordinary

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1009853	1009853	100	1009853	0	100	0
	Poll							
	Postal Ballot (if applicable)							
Public-Institutions	Total	1009853	1009853	100	1009853	0	100	0
	E-Voting							
	Poll							
Public- Non	Postal Ballot (if applicable)							
	Total	0	0	0	0	0	0	0
	E-Voting	15056	15056	100	15056	0	100	0



Institutions	Poll						
	Postal Ballot (if applicable)	27797	27797	100	27797	0	100
	Total	42853	42853	100	42853	0	100
Total		1052706	1052706	100	1052706	0	100

Resolution	<p>4. To appoint Mr. Hiren Vadgama as Executive Director: “RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Hiren N Vadgama (DIN No.: 00145992) who was appointed as Director by Board of Directors at its meeting held on 10th August, 2020 to fill up the casual vacancy caused on account of the resignation of Mr. Narottam Chhaganlal Vadgama before expiry of his term, and whose office is also liable to retire by rotation be and is hereby appointed in the capacity of Executive Director of the company for the remaining tenure for whom he has been appointed i.e. up to 31st July, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Hiren N Vadgama, subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof. “RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.</p>
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in	No



the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	852748	852748	100	852748	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	852748	852748	100	852748	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	15056	15056	100	15056	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	27797	27797	100	27797	0	100	0
Total		42853	42853	100	42853	0	100	0
		895601	895601	100	895601	0	100	0





305, Hrishikesh-II, Opp. Municipal School, Nr. Navrangpura Bus Stand, Navrangpura, Ahmedabad-380 009
Email : kjshahco@yahoo.com ✦ Ph:+91-79-26423700/40040708 ✦ M:+91-9426016200

SCRUTINIZER REPORT

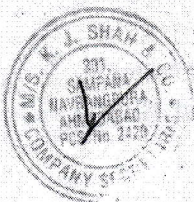
"Pursuant to Section 108 of the Companies Act 2013 and Rule 20(XI) of the Companies (Management and Administration) Rules, 2014"

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 42nd Annual General Meeting of Austin Engineering Company Limited held on Monday, 28th September, 2020 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 **09th July, 2020** 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 4 resolutions as mentioned herein below and as contained to 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 04, 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 notice dated **9th July, 2020** 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.



- (ii) The relevant notice of the said Annual General Meeting, mentioned, *interalia*, that the business would be transacted through Remote E-voting system and through Ballot/ Polling Paper at the venue of the said Annual General Meeting, the necessary facilities were being provided by the Company.
- (iii) I have been shown by the officers of the Company, the relevant advertisement of the said notice in The Indian Express (English) and Financial Express (Gujarati) published on 08th September, 2020 containing the following information:
- a. Statement that the business may be transacted by Remote E-voting.
 - b. Statement that dispatch of notices of the said Annual General Meeting was completed.
 - c. **Statement that the period of Remote E-voting would commence Friday, at 9:00 A.M. on 25th day of September, 2020 and ends at 5:00 P.M. on Sunday, 27th day of September, 2020.**
 - d. Statement that Business may be transacted by Voting through Ballot/ Polling paper at the venue of the said Annual general Meeting, only by those members who had not participated in the said remote E voting.
 - e. Statement that the members who cast their vote by remote E Voting may attend the said Annual general Meeting but would not be entitled to cast their vote once again.
 - f. The statement that remote E Voting shall not be allowed beyond the said date and time, as mentioned in (c) above and that the remote E Voting Module shall be disable by Central Depository Services Limited upon expiry of said date and time, as mentioned in (c) above.
 - g. Website address of the Company and of Central Depository Services Limited (CDSL, here in after), where notice of said Annual general Meeting was displayed.
 - h. Contact details, in case of queries/ grievances connected with Remote E Voting.
- (iv) That to the best of my understanding, the Remote E Voting for the aforesaid resolutions was opened for three days **i.e. from 9:00 A.M. on 25th September, 2020 to 5:00 P.M. on 27th September, 2020.**
- (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 27th September, 2020.**
- (vi) That after discussions on the above **4 (Four)** resolutions 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.



K. J. SHAH & CO.

(vii) That the said Remote E Voting at portal <https://www.evotingindia.com> was unblocked by me at **11.36 A.M.** on **28th September, 2020** 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. Rajiv Tilakrai Sharma

b. Mr. Dhaval Kanak Kshotriya

D.K.S.

who are not in the employment of the Company and who have put their signature along with their names 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 **4 (Four)** 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 **21st September, 2020** 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 **4 (Four)** resolutions have been submitted separately vide Annexure "A"

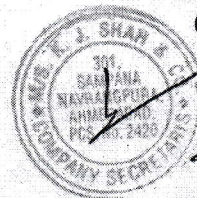
D. That the comprehensive chart showing the details of vote cast through Remote E Voting and through ballot at the AGM of the Company is attached with this report as Annexure "B"

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: 28th September, 2020

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 **31st March, 2020** together with report of the Board of Directors and Auditors thereon- **Ordinary Resolution**

Item no.1 (B): To receive, consider, and adopt the Audited consolidated financial statement of the Company for the financial year ended on **31st March, 2020** 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	35	40	75	27797	1024909	1052706	100
Assent	35	40	75	27797	1024909	1052706	100
Dissent	0	0	0	0	0	0	0
Total	35	40	75	27797	1024909	1052706	100

Invalid Votes

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	0	0	0	0	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. Bambhania (DIN No.: 00146211) who, retires by rotation and being eligible offers himself to 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	35	34	69	27797	686925	714722	100
Assent	35	34	69	27797	686925	714722	100
Dissent	0	0	0	0	0	0	0
Total	35	40	75	27797	686925	714722	100

Invalid Votes

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

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

Item no 3: To appoint the Statutory Auditor for a period of 5 years :

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s. J C Ranpura & Company, Chartered Accountants, Rajkot, Gujarat (FRN 108647W)** who was appointed as Statutory Auditors up to the conclusion of the 42nd Annual General Meeting by the member of the Company in pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014] on 27th December, 2019 to fill the casual vacancy caused due to resignation of **M/S H R Dewani & Company**, and who has given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and is hereby appointed as Statutory Auditors of the Company for a term of Five (5) years from the conclusion of this Annual General Meeting till the conclusion of the 47th 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	35	40	75	27797	1024909	1052706	100
Assent	35	40	75	27797	1024909	1052706	100
Dissent	0	0	0	0	0	0	0
Total	35	40	75	27797	1024909	1052706	100

Invalid Votes

Particulars	No. of			No. of Votes contained In		
	Ballot Papers	E-Voting	Total	Ballot Papers	E-Voting	Total
Total	1	0	1	100	0	100

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 special resolution as special business:

"RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to appoint **Mr. Hiren N Vadgama (DIN No.: 00145992)** who was appointed as Director by Board of Directors at its meeting held on 10th August, 2020 to fill up the casual vacancy caused on account of the resignation of **Mr. Narottam Chhaganlal Vadgama** before expiry of his term, and **whose office is also liable to retire by rotation be and is hereby appointed in the capacity of Executive Director** of the company for the remaining tenure for whom he has been appointed i.e. up to 31st July, 2023 on the term and conditions including remuneration as



set out in the statement annexed to the notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Hiren N Vadgama**, subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.-
SpecialResolution.

Valid Votes

Particulars	No. of			No. of votes contained in			Percentage
	Ballot papers	E- votes	Total	Ballot papers	E-Votes	Total	
Received	35	30	65	27797	867804	895601	100
Assent	35	30	65	27797	867804	895601	100
Dissent	0		0	0	0	0	0
Total	35	30	65	27797	867804	895601	100

Invalid Votes

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

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



"ANNEXURE B"

AUSTIN ENGINEERING COMPANY LIMITED

"Voting by Ballot" at the Annual General Meeting held on 28/09/2020 AND "Remote E-Voting" during the period 25/09/2020 to 27/09/2020

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)	75	1052706	1052706	1052706	0	100.00	0.00
1(b)	75	1052706	1052706	1052706	0	100.00	0.00
2	69	714722	714722	714722	0	100.00	0.00
3	75	1052706	1052706	1052706	0	100.00	0.00
4	65	895601	895601	895601	0	100.00	0.00

Statement of Invalid Votes		
Resolution no.	No.of Voters (folios) Declared Invalid	No. of votes
1(a)	0	0
1(b)	0	0
2	0	0
3	0	0
4	0	0
Total	0	0

Place: Junagadh

Date: 28.09.2020

For, K J Shah & Company



Company Secretary

(Kaushik Shah)

Proprietor

FCS 2420 CP 1414