

# A. SEKAR

B.COM, FCMA, ACS, LLB (GEN)  
COMPANY SECRETARY

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## SCRUTINIZER'S REPORT

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014*

To  
The Chairman  
Thirty Second Annual General Meeting of the Equity Shareholders of  
Polygenta Technologies Limited held at  
Hotel Residency, Suren Road, Andheri East, Mumbai 400093

Sir

I, A Sekar, Practising Company Secretary, appointed as Scrutinizer for the purpose of poll taken the below mentioned resolutions proposed at the Thirty Second Annual General Meeting of the Equity Shareholders of "POLYGENTA TECHNOLOGIES LIMITED" held on Thursday, the 17<sup>th</sup> July, 2014 at Residency Hotel, Suren Road, Andheri East, Mumbai 400 093 at 3.00 P.M. submit my report as under :-

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was blocked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company namely *Universal Capital Securities Private Limited* and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under :-

*Resolution No. 1 - To consider and adopt Audited Financial Statement, Report of Board of Directors and Auditors – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%



(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 2 – Re-appointment of Mr. Fredrik Wijkander, who retires by rotation – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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



*Resolution No. 3 - Appointment of Auditors and fixing their remuneration – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 4 – Appointment of Mr. Anand Dua as Independent Director – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil



(iii) Invalid Votes

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

*Resolution No. 5 – Appointment of Mr. Ramesh Alur as Director – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 6 - Authorising Board for creation of Charge/Mortgage on the Assets of the Company – Special Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil



(iii) Invalid Votes

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

*Resolution No. 7 – Empowering Board of Directors to borrow in excess of Capital and free reserves – Special Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 8 - Approval of offer or invitation to subscribe to NCD on private placement – Special Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%



(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 9 – Preferential issue of Compulsory Convertible Preference Shares – Special Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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



*Resolution No. 10 – Approval of remuneration to Cost Auditors – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
23	107677831	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safekeeping.

Thanking You

Yours faithfully



A. Sekar  
Company Secretary  
ACS 8649 CP 2450



Place : Mumbai

Dated : 18<sup>th</sup> July, 2014