

CONSOLIDATED SCRUTINIZERS REPORT

To
Chairman,
Pneumatic Holdings Limited
Survey No. 13,
156 Kothrud,
Pune- 411 038

2nd Annual General Meeting of the Equity Shareholders of Pneumatic Holdings Limited, on Wednesday, 10th August, 2016 at S. M. Joshi Socialist Foundation (S. M. Joshi Hall), S. No. 191/192, Navi Peth, Near Ganjave Chowk, Pune 411 030 at 3.30 P.M.

Dear Sir,

I, CS Mahesh A. Athavale, Partner of M/s KANJ & Associates, Pune was appointed as Scrutinizer for E-voting process and for the poll taken at the Annual General Meeting of the Company held on 10th August, 2016 report as under:

1. The e-Voting process conducted for all the resolutions, as per Section 108 of the Companies Act, 2013 between 7th August, 2016 to 9th August, 2016.
2. After completing the counting of votes cast at the Annual General Meeting, a final electronic report of the e-voting process was generated by me by using the access and authorizations given to me by National Securities Depository Limited (NSDL), i.e. "https://www.evoting.nsdl.com (NSDL). The final report was tabulated by me and the data regarding the final e-Votes as well as the votes casted through the ballot/ poll process was diligently scrutinized and reconciled with the data available on the above mentioned website.
3. Similarly with respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us. Subsequently, after the closing of the poll, the locked ballot box was opened in our presence and poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. A poll was taken on the resolutions Nos. 1, 2, 3, 4 and 5 as per Section 108 of the Companies Act, 2013 and the Rules made thereunder at the Annual General Meeting of the Company.
5. The cumulative/ Consolidated result of the e-Voting process and the poll taken at the Meeting is as under:



a) As an ordinary resolution- Item No. 1 passed with requisite majority

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016 and the Reports of the Board of Directors and Auditors thereon.

• E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	3920646	99.99%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

• Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 16	716	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 0	Nil	Nil



(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

Total:

	Voted in favour	Voted against	Invalid
Total Votes	3921362	1	256
% of Total number	99.93%	0.01%	0.06%

b) As an ordinary resolution- Item No. 2 passed with requisite majority

To confirm interim dividend on equity shares paid as final dividend for the Financial Year ended on 31 March 2016.

- **E-Voting process:**

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	3920647	100%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 16	716	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 0	Nil	Nil

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

Total:

	Voted in favour	Voted against	Invalid
Total Votes	3921363	Nil	256
% of Total number	99.94%	Nil	0.06%

c) As an ordinary resolution- Item No. 3 passed with requisite majority

To appoint a Director in place of Mr. Anil N. Alawani (DIN: 00036153), who retires by rotation and being eligible, offers himself for re-appointment.

- E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3920640	99.99%



(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	7	0.01%

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 16	716	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

Total:

	Voted in favour	Voted against	Invalid
Total Votes	3921356	7	256
% of Total number	99.93%	0.01%	0.06%



d) As an ordinary resolution- Item No. 4 passed with requisite majority

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), P. G. Bhagwat, Chartered Accountants, Pune, (Firm Registration Number 101118W), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 5th Annual General Meeting to be held in the Financial Year 2019-2020, subject to ratification of the appointment by the members at ensuing Annual General Meeting, at a remuneration to be decided by the Board of Directors.”

- E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	3920646	99.99%

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 16	716	100%



(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 0	Nil	Nil

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

Total:

	Voted in favour	Voted against	Invalid
Total Votes	3921362	1	256
% of Total number	99.93%	0.01%	0.06%

e) As an Ordinary resolution- Item No. 5 passed with requisite majority

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), Mr. G. K. Rao (holding DIN : 00058985), who was appointed as an Additional Director with effect from 24 May 2016, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 115 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 10 August 2016."

• E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3920643	99.99%



Handwritten signature in blue ink

(II) Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4	0.01%

(III) Abstained from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

- Poll taken at the Meeting:

(I) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 16	716	100%

(II) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 60 Voting - 0	0	0

(III) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	256

Total:

	Voted in favour	Voted against	Invalid
Total Votes	3921359	4	256
% of Total number	99.93%	0.01%	0.06%



Note: The figures in percentage have been calculated and rounded off.

Thanking You,

Yours faithfully,



Mahesh A. Athavale

Partner

KANJ & Associates,

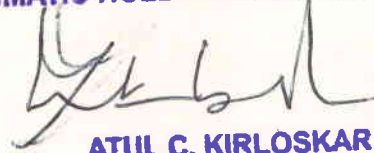
Company Secretaries, Pune

FCS - 2412, CP No.1488

Place: Pune

Date: 11th August, 2016

Received on 11 August 2016
For PNEUMATIC HOLDINGS LIMITED



ATUL C. KIRLOS KAR
CHAIRMAN

