



Kashyap Shah & Co.

Practising Company Secretaries

Kashyap Shah (B.com, LL.B (Sp.), FCS)

B-203, Manubhai Towers,
Opp. Faculty of Arts, Sayajigunj,
Vadodara 390005.

Ph. (O) 2362244, (m) 9427339564

Email- kashyap.cs@gmail.com

Report of Scrutinizer

Consolidated Report on Remote E-voting and Postal ballot

(Pursuant to section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
Conart Engineers Limited
17, Ground Floor, Jay Bharat Society
Nr. Solanki Palace
3rd Road Old Khar, Khar West,
Mumbai - 400052

Dear Sir,

Re: Scrutinizers' Report on Remote E-voting and Postal Ballot Voting by Poll Pursuant to section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

1. I, Kashyap Shah, Proprietor of Kashyap Shah & Co. Practising Company Secretaries, having office at B-203, Manubhai Towers, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014 (herein after referred to as Rules) for scrutinizing the remote e-voting process and postal ballot, in respect of resolutions mentioned in the postal ballot notice dated 22.01.2018.
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on postal ballot on the Resolutions contained in the Notice of postal ballot. My responsibilities as a scrutinizer for remote e-voting process and for postal ballot are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the Resolutions and "Invalid" votes, in respect of resolutions mentioned in the postal ballot notice.
3. I submit my report as under;



- A. As per requirement of the Companies (Management and Administration) Rules, 2014, the Public Advertisement with respect to dispatch of postal ballot notice and intimating date and time of commencement and closing of remote E-voting have been published in English and in Regional Language News papers on 26.01.2018.
- B. The Remote E-voting period remained open from Thursday, 25th January, 2018 (9.00 A.M.) to Friday, 23rd February, 2018 (5.00 P.M.).
- C. The Members of the Company holding shares in physical form or demat form as on "Cut-off" date i.e. 19th January, 2018 were entitled to vote on the Resolutions mentioned in the Notice of postal ballot.
- D. The votes cast through e-voting were unblocked in presence of two witnesses namely Ms. Dipika Manjani and Mr. Jinesh Patel who are not in the employment of the Company. The results of e-voting was generated from www.evotingindia.com of Central Depository Services (India) Limited (CDSL).
- E. The Ballot papers were scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents and the authorizations/ proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting and votes, if any, cast by the members both through e-voting and postal ballot forms. Such duplicate voting have been identified and votes cast through e-voting only have been considered valid. Invalid ballots were marked & segregated and summary results have been prepared.

Based on the Reports generated from the CDSL website and the voting through postal ballot, the Consolidated Report on the voting on each Resolution is as under;

Resolution No. 1 – Ordinary Resolution

To amend Memorandum of Association by alteration of Clause-V for increase of authorized capital to Rs. 4,00,00,000/- (Rupees Four Crores only):-

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1216249	96.65%
Postal Ballot	4	41900	3.33%
Total	17	1258149	99.98%
Against the resolution			
E-voting	5	255	0.02%
Postal Ballot	0	0	0.02%
Total	5	255	0.02%



Invalid votes		
E-voting	0	0
Postal Ballot	5	1210505
Total	5	1210505

Resolution No. 2 – Special Resolution

Amendment in Articles of Association:-

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1216249	96.65%
Postal Ballot	4	41900	3.33%
Total	17	1258149	99.98%
Against the resolution			
E-voting	5	255	0.02%
Postal Ballot	0	0	0.00%
Total	5	255	0.02%
Invalid votes			
E-voting	0	0	
Postal Ballot	5	1210505	
Total	5	1210505	



Resolution No. 3 – Special Resolution

To approve the issue, allotment of equity shares on preferential basis as per section 42 and 62 of the Companies Act, 2013:-

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	11	1215748	96.61%
Postal Ballot	4	41900	3.33%
Total	15	1257648	99.94%
Against the resolution			
E-voting	7	756	0.06%
Postal Ballot	0	0	0.00%
Total	7	756	0.06%
Invalid votes			
E-voting	0	0	
Postal Ballot	5	1210505	
Total	5	1210505	

The relevant Records relating to Remote E-voting and postal ballot shall remain in our custody till the Chairman considers, approves and signs minutes and thereafter the same will be handed over to the Chairman for safe keeping.



For Kashyap Shah & Co.,
Company Secretaries,

(Kashyap Shah)
Proprietor (CP No – 6672)

Date: 24th February, 2018

Place: Vadodara

We undersigned hereby witness that votes in respect of remote e-voting of Conart Engineers Limited were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 24th February, 2018 at 11.00 a.m.

Witness (1)
Ms. Dipika Manjani

(2)
Mr. Jinesh Patel