

ANURAG FATEHPURIA

B.Com, ACS.

23/1, Sita Nath Bose Lane

Salkia, Howrah-711106

Phone : 9433676685

E-mail: af2011@rediffmail.com

af2010@rediffmail.com

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
33rd Annual General Meeting
Of Positive Electronics Limited, to be held on 30th day of September, 2014 at 11.30 A.M.
at 16, Ganesh Chandra Avenue, 8th floor, Kolkata 700013.

Dear Sir,

I, Anurag Fatehpuria, Proprietor of M/s. Anurag fatehpuria, a practicing Company Secretary having its office at 23/1, Sita Nath Bose Lane, Salkia, Howrah 711106, have been appointed as a Scrutinizer of Positive Electronics Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 33rd Annual General Meeting of Positive Electronics Limited, to be held on 30th day of September, 2014 at 11.30 A.M. at 16, Ganesh Chandra Avenue, 8th floor Kolkata 700013. We submit our report as under:

1. The e-voting period remained open from 23rd September, 2014 from 9 a.m. to 25th September, 2014 till 6pm.
2. The shareholders holding shares as on the "cut off" date i.e., 29th August, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 33rd AGM of the Company).
3. The votes were unblocked on 25th September, 2014 around 6.05 p.m. in the presence of two witnesses, Mr. Atish Kumar Shaw and Mr. Raghunath Chatterjee who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

A.K. Shaw

Name: Atish Kumar Shaw

R. Chatterjee

Name: Raghunath Chatterjee



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4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Central depository services Limited (<https://www.evotingindia.com/>):-

5. The result of the e-voting is as under:

a) Resolution 1: Ordinary Business- Adoption of Financial Statements for the year ended 31st March, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	00	0%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	00	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

b) Resolution 2: Ordinary Business- Re-appointment of Mr. Amitabh Sharad as the Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	00	0%



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(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	00	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

c) Resolution 3: Ordinary Business- Re-appointment of M/S Goenka Shaw & Co Chartered Accountants as Auditors.

(i) Voted in favour of the resolution:

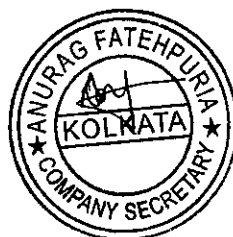
Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	00	0%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	00	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



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d) Resolution 4: Special Business- Appointment of Mr Atul Kumar Sultania as Independent Director.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	00	0%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	00	0

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

e) Resolution 5: Special Business- Appointment of Mr Basant Agarwal as Independent Director.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	00	0%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	00	0

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



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f) Resolution 6: Special Business- Alteration and Amendment of Articles of association of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	00	0%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	00	0

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For Anurag Fatehpuria

Anurag Fatehpuria

Proprietor
(CP.No.: 12855)



Place: Kolkata
Date: 26/09/2014