

Shekhar Ghatpande & Co.

Company Secretaries

Shekhar Ghatpande

B. Com., D.T.L., F.C.S.



Office : 'Saraswati', Flat No.13, 3rd Floor,
93, Rambaug Colony, Paud Road, Kothrud, Pune 411 038
Tel. : 25435387, 41217061
Mob.: 9422089343
Email : shekhar_fcs1659@yahoo.com

Resi.: 'Atharva' Bungalow, Plot No.17B, Lane No.9,
Shikshak Nagar, Survey No.91/3, Kothrud,
Paud Road, Pune 411 038.
Tel.: 25396262

Report of Scrutinizer

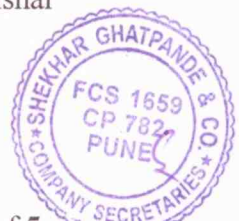
[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 (xii) & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman/ Managing Director
UB Engineering Limited
Sahyadri Sadan, Tilak Road,
Pune - 410 030

Dear Sir,

Subject: Combined Report of the E-Voting and Poll of 44th Annual General Meeting held on Tuesday 22nd December, 2015

I, Shekhar Ghatpande, Company Secretary in practice, having Membership No FCS:1659 and CP: 782 and having my office at 13, 'Saraswati' 3rd Floor Rambaug Colony, Paud Road, Kothrud, Pune 411 038 have been appointed as a Scrutinizer for the purpose of scrutinizing the E- Voting process & ascertaining the requisite majority on E-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as on Voting process on Poll through Physical Ballot Forms, under the provisions of Section 109 of the Act read with Rule 21 of Rules, in a fair and transparent manner, on the Resolutions at Item Nos. 1 to 5 contained in the Notice of the 44th Annual General Meeting (AGM) of the Members of UB Engineering Limited (the Company), held on Tuesday, 22nd December, 2015 at 12.00 Noon at Vishal Sahyadri Trust Hall, Sahyadri Sadan, Tilak Road Pune - 410 030.



The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules relating to E- Voting and Poll on the Resolutions contained in the Notice of 44th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the E-Voting and for conducting Poll was restricted to make a Scrutinizer's Report of E-Voting and Poll, of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the E-Voting system provided by Central Depository Services (India) Limited (CDSL) and also during the Annual General Meeting on the Poll through physical Ballot Form.

I submit my Report on the same as under:

- 1) That the Company had made necessary arrangements with Central Depository Services (India) Limited (CDSL) for facilitating remote E-Voting as an alternate for the Members to enable them to cast their votes electronically.
- 2) That the EVSN allotted by CDSL for Electronic Voting was 151216001.
- 3) That the E-Voting period allowed to the Members was from 1.00 P.M. (Starting Time) on Thursday, 17th December, 2015 to 5.00 P.M. (Ending Time) on Saturday, 19th December, 2015.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. 15th December, 2015 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 5 as set out in the Notice convening the 44th Annual General Meeting of the Company.
- 5) That the Paid up Equity Share Capital of the Company is Rs. 17,06,69,490/- divided into 1,70,66,949 Equity Shares of Rs. 10/- each fully paid up. The voting rights allowed by the Company was One Vote for every One Equity Share held in the Company.



- 6) The E-Votes were unblocked on Wednesday 23rd December, 2015 after the conclusion of the Annual General Meeting in the presence of two witnesses who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 7) 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 (India) Limited (CDSL) (<http://www.evotingindia.com>).
- 8) One Shareholder of the Company holding 500 Equity Shares has exercised his right of Voting through the process of E-Voting.
- 9) In respect of Physical Ballot Forms during the course of the proceedings of the 44th Annual General Meeting of the Company, all the Shareholders/ Proxies who have attended the Meeting and had not exercised their right of voting through E-Voting process, were requested to cast their Votes through Physical Ballot Forms. After the time fixed for closing of the Poll by the Chairman of the Company, and after having ensured that such Shareholders/ Proxies had exercised their right of voting through Physical Ballot Form, Ballot Box kept for polling was sealed in my presence with due identification marks placed by me.
- 10) The sealed Ballot Box was subsequently opened in my presence along with the Two witnesses named below and Poll Papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 11) The Poll Papers, which were incomplete and /or which were otherwise found defective were required to be treated as invalid, however I did not find any Poll Paper invalid.



