

September 29, 2015

The Chairman  
Pace Automation Limited,  
Chennai.

**Sub: Report of Scrutinizer for e-voting for the 25<sup>th</sup> Annual General Meeting under section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014**

In the meeting of the Board of Directors of M/s Pace Automation Limited (the Company') held on 28<sup>th</sup> August, 2015, we, M/s Lakshmmi Subramanian & Associates, were appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 25<sup>th</sup> Annual General Meeting:

S.No.	Nature of Resolution	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1	Receive, Consider and Adopt the Financial Statements as at 31st March, 2015 including the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.	Ordinary
2	Appointment of a Director in place of <b>Smt. Malathi Gopalakrishnan, (DIN 00841108)</b> , who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary
3	Ratification of Appointment of <b>Mr. N. Subramanian</b> , Chartered Accountant, as the Statutory Auditors of the company and to fix their remuneration.	Ordinary
<b>SPECIAL BUSINESS</b>		
4	Appointment of Shri. Srinivasan Arvind IAS (Retd) as an Independent Director	Ordinary
5	Appointment of <b>Mr. V. Raman</b> as an Independent Director	Ordinary
6	Remuneration of Managing Director	Special



The Company has availed the e-voting facility of M/s Central Depository Service ( India ) Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.

The e-voting process was accordingly conducted and concluded as below:

- The Company on 7<sup>th</sup> September 2015 dispatched the notice under section 108 of the Companies Act, 2013 to the members whose name appeared on the Register of Members as on 28<sup>th</sup> August 2015 and to the directors and Auditors of the Company.
- The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of the e-voting notice on 12<sup>th</sup> September 2015.
- The E-voting commenced on 25<sup>th</sup> September, 2015 (09:00 am) and was open for 3 days up to the close of working hours at 17.00 hours IST on 27<sup>th</sup> September, 2015.
- The votes cast by the members through electronic voting system was downloaded and collated from the website www.votingindia.com.
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were compiled as under<sup>1</sup>.

#### SUMMARY OF RESULTS

1. **Receive ,Consider and Adopt the Financial Statements as at 31<sup>st</sup> March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors ( the Board) and Auditors thereon**

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	Nil	Nil
Total number of electronic votes considered valid	Nil	Nil
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	Nil	Nil

<sup>1</sup> These results are to be read along with results of the votes cast through poll at the AGM held on 28<sup>th</sup> September 2015



ii.	Number of votes cast against the Resolution	Nil	NIL
iii.	Percentage to the total votes received in favour of the resolution	Nil	

**2. Appointment of a Director in place of Smt.Malathi Gopala Krishnan ,( DIN 00841108) who retires by rotation and being eligible, offers herself for re-appointment.**

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	Nil	Nil
Total number of electronic votes considered valid	Nil	Nil
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	Nil	Nil
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	Nil	

**3. Ratification of Appointment of Mr. N.Subramanian, Chartered Accountant, as the Statutory Auditors of the company and to fix their remuneration .**

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	Nil	Nil
Total number of electronic votes considered valid	Nil	Nil
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	Nil	Nil
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	Nil	



**4. Appointment of Mr. Srinivasan Arvind IAS ( Retd ) as an Independent Director**

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	Nil	Nil
Total number of electronic votes considered valid	Nil	Nil
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
iv. Number of votes cast in favour of the Resolution	Nil	Nil
v. Number of votes cast against the Resolution	Nil	Nil
vi. Percentage to the total votes received in favour of the resolution	Nil	

**5. Appointment of Mr. V. Raman as an Independent Director .**

**Nature of resolution:** Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	Nil	Nil
Total number of electronic votes considered valid	Nil	Nil
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
vii. Number of votes cast in favour of the Resolution	Nil	Nil
viii. Number of votes cast against the Resolution	Nil	Nil
ix. Percentage to the total votes received in favour of the resolution	Nil	




6. Remuneration of Managing Director.

Nature of resolution: Special Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	Nil	Nil
Total number of electronic votes considered valid	Nil	Nil
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
x. Number of votes cast in favour of the Resolution	Nil	Nil
xi. Number of votes cast against the Resolution	Nil	Nil
xii. Percentage to the total votes received in favour of the resolution	Nil	

For Lakshmmi Subramanian & Associates

  
Lakshmmi Subramanian  
Senior Partner

