

**Report of Scrutinizer**

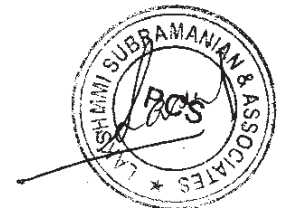
To,  
Indo-tech Transformers Limited  
Chairman

The 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Indo-tech Transformers Limited held on Tuesday, 5th August 2014 at Pleasant Days Resort, Bangalore Highway, Palanjur, Sembarambakkam, Chennai – 602 103 at 2.00 p.m

Dear Sir,

I Lakshmmi Subramanian, appointed as Scrutinizer for the purpose of E-voting and the ballot taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Indo-tech Transformers Limited held on Tuesday, 5th August 2014 at Pleasant Days Resort, Bangalore Highway, Palanjur, Sembarambakkam, Chennai – 602 103 at 2.00 p.m, submit my report as under:

1. The Company has availed the services of Central Depository Services (India) Limited for providing E-voting facility to all its members and I have received the User ID and Password from CDSL Authorities for logging in their website as Scrutinizer.
2. The E-voting was commenced on 31/07/2014 at 10:00Hrs and closed on 01/08/2014 at 17.00 Hrs.
3. I have downloaded the report containing the result of E-voting from the CDSL website using the ID/Password mentioned above.
4. After the time fixed for closing of the ballot by the Chairman at the Annual General Meeting, One ballot box kept for voting was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The representative of Registrar has reconciled the ballot papers with the records maintained by them and the authorizations / proxies lodged with the Company.
6. I did not find any ballot papers invalid.



7. The Consolidated result of the E-voting and Ballot is as under:

**Ordinary Resolution:**

**1- Consideration and Adoption of audited Annual Accounts for the year ended 31.03.2014**

(i) Voted in favour of the resolution:

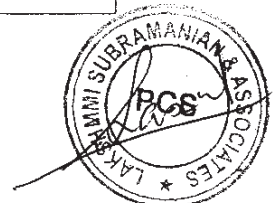
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	22	7907740	99.99%
<b>Total</b>			<b>99.99%</b>

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	2	44	0.0005%
<b>Total</b>			<b>0.0005%</b>

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



**2- Appointment of Mr. Manuel Hernandez, the Retiring Director, as Director**

(i) Voted in favour of the resolution:

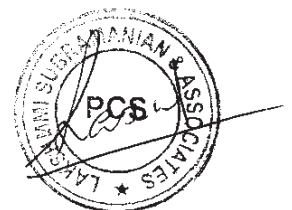
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	24	7907784	100%
<b>Total</b>			100%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
<b>Total</b>			Nil

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



**3- Appointment of M/s. B S R & Co., LLP, Chartered Accountants the Retiring Auditors as Auditors.**

(i) Voted in favour of the resolution:

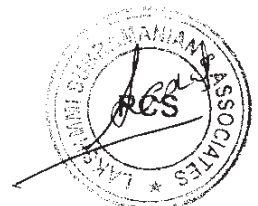
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	22	7906524	99.98%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	1	10	0.0001%
<b>Total</b>			0.0001%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



**Special Resolution:**

4- Mr Ajay Kumar Dhagat, who was appointed as a Director and not liable to retire by rotation, shall now be liable to retire by rotation

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	22	7907724	99.99%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	1	10	0.0001%
<b>Total</b>			0.0001%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil

5- Mr Manuel Hernandez, who was whole-time director of the Company is re- designated as a the Director of the Company

(i) Voted in favour of the resolution:

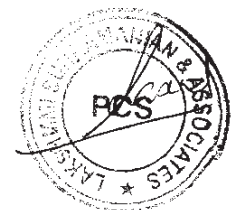
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	21	7907723	99.99%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	2	11	0.0001%
<b>Total</b>			0.0001%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



**6- Appointment of Mr. Arun Kumar Srivastava as Independent Director for a period of 5 years**

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	23	7907774	99.99%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	1	10	0.0001%
<b>Total</b>			0.0001%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



7- Appointment of Mr. M.S. Srinivasan as Independent Director for a period of 5 years

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	22	7907724	99.99%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	1	10	0.0001%
<b>Total</b>			0.0001%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil





**8- Appointment of Mr. Arun Kumar Bhalla as Independent Director for a period of 5 years**

(i) Voted in favour of the resolution:

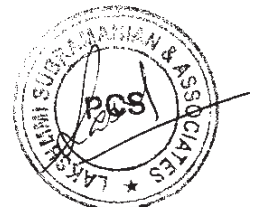
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	21	7907723	99.99%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	2	11	0.0001%
<b>Total</b>			0.0001%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



**9- Appointment of Mr Shridhar Gokhale as Manager of the Company**

(i) Voted in favour of the resolution:

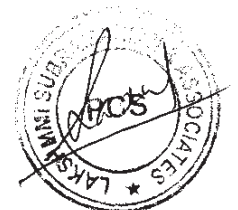
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	6	169	100%
Total Number of Ballot Papers received	20	7907689	99.99%
<b>Total</b>			99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	3	45	0.0005%
<b>Total</b>			0.0005%

(iii) Invalid votes:

Particulars	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil



**E-voting and Ballot Conducted for 9 Resolutions**

The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

**Result:**

On the basis of the above Voting, I hereby report that the above resolutions as mentioned in Item No. 1 to 9 were voted with *overwhelming majority as Ordinary / Special Resolution respectively.*

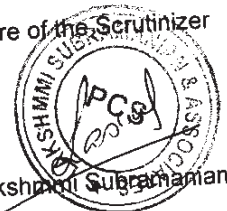
Therefore we recommend that you may declare the results as above.

Thanking you

Place: Chennai  
Dated: 05<sup>th</sup> August 2014

Yours faithfully,

Name and Signature of the Scrutinizer



Ms. Lakshmmi Subramanian

**LAKSHMMI SUBRAMANIAN, B.Com., F.C.I.**  
**CP No. 1087**