



KRISHNA PRASAD R.S. & CO.

COMPANY SECRETARIES

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of 26th Annual General Meeting of
Adtech Systems Limited
2/796, Kazura Gardens, First Main Road, Second Floor,
Sakshi Towers, Neelankarai Chennai 600041

Scrutinizer's Report on e-voting in respect of passing of resolutions contained in the notice for the 26th Annual General Meeting dated 26th August 2017.

Dear Sir,

I, Krishna Prasad R.S, Practicing Company Secretary, having office at TC 12/1233, Law College Junction, Near PMG, Trivandrum-695035 have been appointed as the scrutinizer of M/s Adtech Systems Limited ("the Company") for the purpose of scrutinizing the voting by electronic means in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rules made there under, as amended, on the resolutions, as set out in the Notice dated 26th August, 2017.

The Management of the Company is responsible to ensure the Compliance with the requirements of the relevant provisions of Companies Act 2013 and the rules made there under relating to voting by electronics means. My responsibility as a scrutinizer is restricted to making a scrutinizers' report of the votes cast by the members for the resolutions contained in the notice dated 26th August 2017. Based on the reports generated from the e-voting system provided by CDSL(Central Depository Services Limited), the Authorised agency engaged by the company to provide e-voting facilities for e-voting till the time fixed for closing of the voting process i.e till 5.00 pm of 27th September 2017.

I submit my report as under:

1. The Voting by electronic means remained open from 25th September 2017 at (09.00 a.m.) to 27th September, 2017 (5.00 p.m.).
2. The Shareholders holding shares as on the "cut off" date i.e. 21st September, 2017, were entitled to vote on the proposed resolutions [item no. 1,2,3,4,5,6 and 7 as set out in the Notice dated 26th August, 2017).
3. The votes were unblocked on 28th September, 2017 at 07.32 P.M.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL.

The result of e-voting is as under:



Item No. 1 - As an Ordinary Resolution: To consider and adopt the Audited Balance Sheet as at 31st March 2017, the Audited Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, and the reports of the Auditors and the Board of Directors thereon.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

Item No. 2 - As an Ordinary Resolution: To declare a dividend on the equity shares for the financial year 2016-17

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

Item No. 3 - As an Ordinary Resolution: To appoint a Director in place of Shri. M.R.Narayanan (DIN:00044926), who retires by rotation and being eligible, offers himself for reappointment.



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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

Item No. 4 - As an ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby appoints M/s Mahadev & Co, Chartered Accountants, M.M.Complex, 57, Kodambakkam High Road, T.Nagar, Chennai 600 017 (Firm Regn No 001924S) as Statutory Auditors of the Company, to hold office from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company subject to ratification by Members at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors from time to time".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds and things that may be necessary in this behalf."

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose	Total number of votes casted by



votes were declared invalid	Them
Nil	Nil

Item No. 5 - As a Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing 360,00,000/- (Rupees Three Crore Sixty Lakh Only) divided into 36,00,000 (Thirty Six Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 140,00,000 (One Crore Forty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each by creation of an additional capital of Rs 10,40,00,000/- (Rupees Ten Crore Forty Lakhs Only) divided into 104,00,000 (One crore Four Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari- passu in all respect with the existing Equity Shares of the Company.

RESOLVED ALSO THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things and to give such directions and take such decisions as may be necessary in this behalf so as to settle any difficulty that may arise, and that the decision of the Board shall be final and binding.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

Item No 6 - As a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to substitute the existing clause V of the Memorandum of Association of the Company with the new clause V as under;

V. The Authorised Share Capital of the Company is Rs. 1400,00,000/- (Rupees Fourteen Crores Only) divided into 140,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/-



(Rupees Ten Only) each with power to increase or reduce such capital from time to time as per provisions of the Companies Act, 2013 or such other applicable law as amended from time to time.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

Item No 7 - As a Special Resolution:

RESOLVED THAT pursuant to provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Share Capital and Debenture)Rules, 2013, Article 212 of the Articles of Association of the Company, provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and subject to the provisions of other applicable laws, regulations, directions, rules, and guidelines issued by concerned regulatory authorities, from time to time(including any amendment thereto or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for a sum not exceeding in aggregate of Rs. 953,10,000/- (Rupees Nine Crore Fifty Three Lakhs Ten Thousand Only) out of the Free Reserves of the Company, as appropriate, for the financial year ended 31st March, 2017, be capitalized and accordingly the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorized person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorized to appropriate the said sum for distribution to and amongst the Members of the Company, whose names appear in the Register of Members maintained by the Company and the list of Beneficial Owners as received from the Depositories on such date ("Record Date") as may be fixed in this regard by the Board in accordance with the law and to apply the said sum in paying up in full a maximum of 95,31,000 Equity Shares ("the Bonus Shares") of the Company of Rs. 10/- each (Rupee Ten Only) at par, to be allotted, distributed and credited as fully paid-up to and amongst the members in the proportion of 4 (Four) such new equity share for every 1 (One) existing fully paid up equity shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the paid-up



share capital of the Company held by each members, and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to Non-Resident Indians (NRIs), Persons of Indian Origin/Overseas Corporate Bodies, Foreign Institutional Investors (FII) and other foreign investors, if any, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as the case may be.

RESOLVED FURTHER THAT in making the allotment of the Bonus Shares, the Directors shall not issue fractional share certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s)/trustee(s) nominated by the Board for this purpose, who shall be deemed to be a trustee on behalf of the Members of the Company entitled for the fraction of equity shares and that such person(s)/trustee(s) shall sell such bonus shares and distribute the net sale proceeds, after deduction of expenses incurred, to the members respectively entitled to the same in proportion of their fractional entitlements.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of said Bonus Shares and in the case of Members who hold shares or opt to receive the shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members maintained with their respective Depository Participants and in case of members who hold shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be dispatched within such time frame as stipulated in the Companies Act, 2013 and/or SEBI (LODR) Regulations, 2015 or such extended time as may be allowed by the appropriate authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, as per the provisions of the SEBI (LODR) Regulations, 2015 and other applicable rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and/or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding."

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil



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

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

The Register, all other paper 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 Krishna Prasad RS & Co



Krishna Prasad R.S
Proprietor
M.No: FCS 7080, C.P.No: 7379



Place: Trivandrum
Date: 28/09/2017