

SCRUTINISER'S REPORT

(Voting through Remote E-voting, Ballot Form and e-voting at the Annual General Meeting venue)

[Pursuant to Section 108 of the Companies Act 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Annual General Meeting of Filtron Engineers Limited (CIN L57909PN1982PLC026929) held on 26th day of September, 2015 at the Filtron House, 6, Sita Baug Colony, Sinhagad Road, Pune 411030 at 04.00 P.M.

Dear Sir,

1. I, Mandar Shrikrishna Jog, a Company Secretary in practice (ACS 27391 & CP No.9798), was duly appointed as a Scrutinizer by the Board of Directors of Filtron Engineers Limited (the Company) for the purpose of scrutinizing the process of voting through Remote E-voting, Ballot Form and e-voting at the Annual General Meeting venue under the provision of Section 108 of the Companies Act, 2013 (the 2013 Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 & Rules relating to voting through Remote E-voting, Ballot Form and e-voting at the Annual General Meeting venue for the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated August 8, 2015. My responsibility as a Scrutinizer for the process of voting through Remote E-voting, Ballot Form and e-voting at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutiniser's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the EOGM of the Company.
3. All duly completed Ballot Forms as received by the scrutinizer upto the close of business hours on 26/09/2015 at 5.30 PM, being the last date fixed for receipt of Ballot Forms, were considered for Scrutiny.
4. In terms of aforesaid Notice and as per the provision of Section 108 of the Companies Act, 2013 (the 2013 Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the remote e-voting facility was kept open for three days from 23/09/2015 at 09.00 AM till 25/09/2015 at 05.00 PM and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

5. The Members holding equity shares as on the "cut-off" date i.e. 19/09/2015 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
6. At the end of the voting period on 25/09/2015 at 05.00, the voting portal of the service provider was blocked forthwith.
7. The votes cast were unblocked on the 26/09/2015 at 06.00 PM, in the presence of Mr. Deepak Patil & Ms. Shruti Shah who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
8. Thereafter, the details containing inter alia, list of Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Central Depository Services limited(CDSL) i.e. <https://www.evotingindia.com> and based on such reports,

No Members have cast their votes through remote e-voting for any of the resolutions.

24 Members have cast their votes through Ballot Forms

The brief analysis of the results of the Voting through Ballot Form and at the Annual General Meeting are as under:

ITEM NO. 1- Ordinary Resolution:

Adoption of the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and the Auditors thereon.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	24	1330150	24	1330150	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	24	1330150	24	1330150	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-

ITEM NO. 2- Ordinary Resolution:

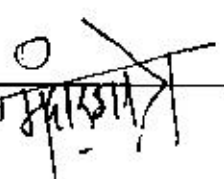
Appointment of Director in place of Mr. Venkat Giri, (DIN 06585289), who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	23	1329950	23	1329950	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	23	1329950	23	1329950	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-

ITEM NO. 3- Ordinary Resolution:

Re-appointment of Auditor of the Company.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	24	1330150	24	1330150	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	24	1330150	24	1330150	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-



ITEM NO. 4- Ordinary Resolution:

Appointment of Mrs. Hemali Alandkar as Independent Director of the Company.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	24	1330150	24	1330150	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	24	1330150	24	1330150	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-

ITEM NO. 5- Ordinary Resolution:

Appointment of Mr. M. V. Rao as Managing Director of the Company.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	22	1329350	22	1329350	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	22	1329350	22	1329350	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-

ITEM NO. 6- Ordinary Resolution:


Appointment of Mr. Sadanand Hegde as Whole-time Director of the Company.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	21	14000	21	14000	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	21	14000	21	14000	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-

ITEM NO. 7- Special Resolution:

Approval of Related Party Transactions.

Particulars	No of Votes contained in						
	Remote E-Voting		Ballot Forms		Total		Percentage
	No	Votes	No	Votes	No	Votes	
Assent	NIL	NIL	19	13200	19	13200	100%
Dissent	NIL	NIL	0	0	0	0	-
Total	NIL	NIL	19	13200	19	13200	100%
Abstain/Invalid	NIL	NIL	0	0	0	0	-



9. Based on foregoing, the resolution no. {s} 1 to 7 shall be deemed to have been passed with the requisite majority.
10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and will be handed over to the chairman or Company Secretary for preserving safely after the chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You

Yours sincerely,

Mandar Shrikrishna Jog
Company Secretary
ACS No. 27391
CP No. 9798