

SCRUTINIZER'S REPORT

[Pursuant to section 108 of Companies Act, 2013 and
Rules 18 of the Companies (Management and Administration) Rules, 2014 as
amended and the provisions of Regulation 44 of the Securities and Exchange Board of
India (Listing Obligations & Disclosures Requirements), 2015]

To,
The Chairman,
PAE Limited,
69, Tardeo Road,
Mumbai – 400034,
Maharashtra, India.

Dear Sir,

68th Annual General Meeting (AGM) of the Equity Shareholders of PAE Limited held on Saturday September 29, 2018 at 11.00 a.m. at the Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Tardeo A/c market, Mumbai – 400034.

1. I, Leena Agrawal Practicing Company Secretary, having office at 204, Mhatre Pen Building, Senapati Bapat Marg, Dadar (west), Mumbai - 400028, appointed as Scrutinizer by the board of director of PAE LIMITED (The Company) for the purpose of scrutinizing the e-voting process along and to scrutinize the physical ballot forms received from the shareholders and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of the SEBI LODR, Regulation 2015 and including any statutory modification or re-enactment thereof in respect of the below mentioned resolution to be passed at the at the 68th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Saturday, September 29, 2018 at 11.00 a.m. at the

Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Tardeo A/c market, Mumbai – 400034.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules relating to e-voting and poll, for the resolutions contained in the Notice of 68th Annual General Meeting members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolution as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), and the details/report provided by the Registrar and Transfer Agents of the company (M/s Link Intime India Private Limited).
3. Further to above, I submit my report as under:
 - 3.1 The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
 - 3.2 The notices dated May 29, 2018 convening Annual General Meeting along with statement setting out material facts under section 102 of the act were sent to the Shareholders along with the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - 3.3 The shareholders of the company holding shares as on the "cut off" date i.e. Saturday, 21st September, 2018 were entitled to vote on the proposed resolutions as set out in item numbers 1 to 6 in the notice of the 68th AGM of M/s PAE Limited.



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- 3.4 The e-voting period commenced from Wednesday, 25th September, 2018 (9.00 a.m. IST) and ended on 28th September, 2018 (5.00 p.m. IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under the e-voting facility were then unblocked in the presence of two witness who were not in employment of the company. Physical ballot was conducted at the venue of the AGM through the ballot papers.
- 3.5 After the voting at the AGM was conducted. One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above. The shareholders had casted their votes through remote e-voting. None of the members casted their vote through physical ballot.
- 3.6 Thereafter, I as a scrutinizer duly complied the details of Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot	Total Voting
No. of members who cast their votes	22	30	52
Total Number of shares held by them	5780017	33793	5813810

- 3.7 The e-voting data was scrutinized by me for verification of votes cast “in favour” and “against” the Resolution.
- 3.8 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted “in favour” or “against” each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited on their website i.e. www.evotingindia.com and the result of the e-voting and after conducting the ballot process at the Annual General Meeting is as under:

The resolutions wise results of the Remote E-voting together with that of voting conducted at the venue of the AGM by way of ballot paper are as under:



[Handwritten signature]

Ordinary Business

1. Resolution No 1

Adoption of Financial Statements of the Company for the year ended March 31st, 2018 along with Report of the Board of Director and Auditors thereon

i. Voted in favour of the resolution

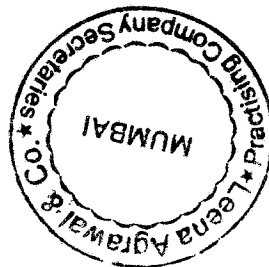
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	21	5780002	99.41
Voting by ballot paper	30	33793	0.59
Total	51	5813795	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	1	15	100
Voting by ballot paper	0	0	0
Total	1	15	100

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



2. Resolution No 2

Appointment of Director in place of Mr. Arvind Doshi (DIN: 00015293)
Director of the Company who retired by rotation and being eligible offers
himself for re-appointment

i. Voted in favour of the resolution

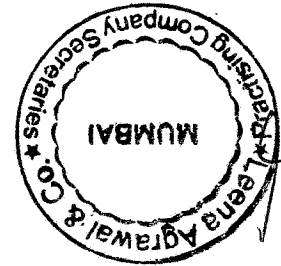
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	7	5089	13.12
Voting by ballot paper	29	33693	86.88
Total	36	38782	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	2	65	39.39
Voting by ballot paper	1	100	60.61
Total	3	165	100

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	13	5774863
Voting by ballot paper	0	0
Total	13	5774863



3. Resolution No 3

Ratification of Appointment of M/s R.C. Vakharia & Company, Chartered Accountants, Mumbai (having Firm Registration No. 111237W) as Statutory Auditors of the Company.

i. Voted in favour of the resolution

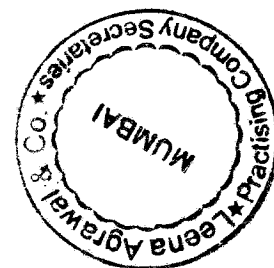
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	21	5780002	99.41
Voting by ballot paper	30	33793	0.59
Total	51	5813795	100

ii. Voted against of the resolution

Manner of Voting	No. of members v oted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	1	15	100
Voting by ballot paper	0	0	0
Total	1	15	100

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



Special Business

4. Resolution No 4

Appointment of Mr. Vijaykumar Nanappan Nair (DIN: 08089578), as an Independent Director of the Company.

i. Voted in favour of the resolution

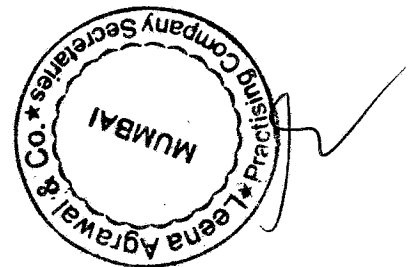
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	21	5780002	99.42
Voting by ballot paper	29	33493	0.58
Total	50	5813495	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	1	15	4.76
Voting by ballot paper	1	300	95.24
Total	2	315	100

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



5. Resolution No 5

Appointment of Mr. Pritam A Doshi (DIN: 00015302) as Managing Director and fixation of his remuneration pursuant to Section 196, 197, 198 read with schedule V of the Companies Act, 2013.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	7	5089	13.60
Voting by ballot paper	25	32343	86.40
Total	32	37432	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	2	65	4.30
Voting by ballot paper	5	1450	95.70
Total	7	1515	100

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	13	5774863
Voting by ballot paper	0	0
Total	0	5774863



6. Resolution No 6

To dispose off PAE Infrastructure Private Limited, wholly owned subsidiary pursuant to Section 180 (1) (a) of the Companies Act, 2013.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	6	5007	12.90
Voting by ballot paper	30	33793	87.10
Total	36	38800	100.00

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	3	147	100
Voting by ballot paper	0	0	0
Total	3	147	100

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	13	5774863
Voting by ballot paper	0	0
Total	13	5774863



4. You may accordingly declare the result of voting by e-voting and ballot.
5. All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Paper with the requisite majority and deemed to be passed as on the date of the Annual General Meeting.
6. The Register and all other ballot papers relevant to e-voting and physical ballot shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Management, for safe keeping.

Thanking you,

Yours Faithfully
Leena Agrawal & Co
Practising Company Secretaries

Place: Mumbai
Date: September 29, 2018



A handwritten signature in black ink, appearing to read "Leena", written over a horizontal line.

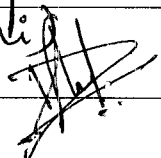
Leena Agrawal
Proprietress
M. No.: FCS6607
COP No.: 7030

Witness:

1. Name: Dhiraj Palaw

Address: 204, Mhatre Pen Building

Senapati Bapat Marg, Dadar (W) - 400028
(Mumbai)

Signature: 

Witness:

1. Name: Kanika Vyayvergiya

Address: 302, Sai Malhar

Sec. 10 Kharhar - 410210 (Mumbai)

Signature: 