



SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

KELTECH ENERGIES LIMITED,

Embassy Icon, VII Floor,
No.3, Infantry Road
Bangalore - 560001

Dear Sir,

I, Swaroop S, Partner: Swaroop, Ravishankar and Associates., Practising Company Secretaries having the office address at # 216, First and Third Floor, Maruthi Nilaya, 4th Cross, Cubbonpet, Bangalore 560002, Karnataka, have been appointed as Scrutinizer of **KELTECH ENERGIES LIMITED** ("the **Company**"), for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, submit our report as under:

1. The e-voting facility was made available to shareholders from 9:00 AM of 17th July, 2016 to 05:00 PM of 19th July, 2016.
2. The shareholders holding shares as on "cut off" date, i.e., July 13, 2016 were entitled to vote for the proposed five (5) resolutions (item 1 to 5 as set out in the Notice).
3. The votes cast through e-voting process were unblocked at 3:30 pm on 20th July, 2016 in the presence of two witnesses, Mr. Dinakara Kini residing at Shri Ganesh, Opp Bharat Petrol Pump, 8th Main, 18th Cross, Malleshwaram, Bangalore-560055 and Mr. Jayatheertha, residing at No.50/50, Girishanilaya, 2nd Main, Singapura Layout, Vidyaranyaपुरa Post, Bangalore-560097 who are not in employment of the Company.
They have signed below in confirmation of votes being unblocked in their presence.

Name: Dinakara

Name: Jayatheertha

4. Further, all the e-voting data containing the list of shareholders, their votes casted "for" or "against" the resolutions were downloaded from portal of National Securities Depository Limited (www.evoting.nsdl.com).



5. The result of the e-voting is as under:

a. **Resolution 1**

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2016 and the statement of profit and loss for the year ended on that date together with the reports of the Directors and Auditors' thereon:

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	100	0

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



b. Resolution 2

To declare dividend for the year ended 31st March 2016

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	100	0

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



c. **Resolution 3**

To appoint Director Shri Ashok V.Chowgule, who retires by rotation, and being eligible offers himself for re-appointment.

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	100	0

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



d. **Resolution 4**

To ratify the Auditors appointment to hold office from the conclusion of Thirty ninth Annual General Meeting until the conclusion of Fortieth Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT, pursuant to provisions of Section 139, 141 of the Companies Act, 2013 read with "Companies(Audit and Auditors') Rules, 2014", and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s Haribhakti and Co. LLP., Chartered Accountants, (Registration No.103523W), appointed in the 37th Annual General Meeting for a consecutive period of 3 years (i.e.: upto 40th Annual General Meeting of the company) whose appointment be and is hereby ratified and shall hold office as Statutory Auditors' until the conclusion of Fortieth Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors' and considered by the Board."

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

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	100	0

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

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	



e. Resolution 5

To approve the appointment of the Cost Auditor and to fix his remuneration for the financial year 2016-17.

To consider and, if thought fit, to pass the following resolution as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors’) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri Vikas Vinayak Deodhar, Practising Cost Accountant, Membership No.3813, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records for the financial year 2016-17 at their meeting held on 20th May, 2016, and the said appointment be and is hereby ratified and shall be paid a remuneration of Rs.60,000/- (Rupees Sixty Thousand only).

RESOLVED FURTHER THAT Shri Santosh L. Chowgule, Managing Director and Ms. Shalu Tibra, Company Secretary of the Company be and are hereby authorized severally, to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	100	0

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

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



- (iv) The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Place: Bangalore

Dated: 22.07.2016

SWAROOP S., BBM., ACS
PRACTISING COMPANY SECRETARY
ACS: 27907 CP: 9997
216, 1st Floor, Maruthi Nitya, 4th Cross
Cubbonpet, Bangalore-560 002



Consolidated Report on voting through e-voting and poll at AGM

To,

KELTECH ENERGIES LIMITED,
Embassy Icon, VII Floor,
No.3, Infantry Road
Bangalore-560001

Dear Sir,

I, Swaroop S, Partner: Swaroop, Ravishankar & Associates., Practising Company Secretaries having the office address at # 216, First & Third Floor, Maruthi Nilaya, 4th Cross, Cubbonpet, Bangalore 560002, Karnataka, having been appointed as Scrutinizer of **KELTECH ENERGIES LIMITED** ("the Company"), in its Annual General Meeting held on 20th July, 2016 to conduct the e-voting and poll at AGM in a fair and transparent manner for the following resolution:

Ordinary Resolution

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2016 and the statement of profit & loss for the year ended on that date together with the reports of the Directors and Auditors' thereon.

Ordinary Resolution

To declare dividend for the year ended 31st March 2016

Ordinary Resolution

To appoint Director Shri Ashok V.Chowgule, who retires by rotation, and being eligible offers himself for re-appointment.

Ordinary Resolution

"RESOLVED THAT, pursuant to provisions of Section 139, 141 of the Companies Act, 2013 read with "Companies(Audit and Auditors') Rules, 2014", and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s Haribhakti and Co. LLP., Chartered Accountants, (Registration No.103523W), appointed in the 37th Annual General Meeting for a consecutive period of 3 years (i.e.: upto 40th Annual General Meeting of the company) whose appointment be and is hereby ratified and shall hold office as Statutory Auditors' until the conclusion of Fortieth Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors' and considered by the Board."



Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors') Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri Vikas Vinayak Deodhar, Practising Cost Accountant, Membership No.3813, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records for the financial year 2016-17 at their meeting held on 20th May, 2016, and the said appointment be and is hereby ratified and shall be paid a remuneration of Rs.60,000/- (Rupees Sixty Thousand only).

RESOLVED FURTHER THAT Shri Santosh L. Chowgule, Managing Director and Ms. Shalu Tibra, Company Secretary of the Company be and are hereby authorized severally, to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

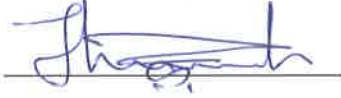
I submit my report as under:

1. The dispatch of notice (s), forms/ or electronic ballot and postage prepaid business reply envelope(s) was completed on June 27th, 2016.
2. The members holding shares as on "relevant date" i.e., July 13, 2016 were entitled to vote on the proposed resolution by e-voting or voting through poll at AGM.
3. An advertisement regarding dispatch of notice was published in Financial Express and Sanjeyvani as on July 6, 2016.
4. The Shareholders of the Company had an option of e-voting or poll at the AGM. Shareholders opting to vote through e-voting facility, cast their votes on the designated website (www.evoting.nsdl.com).
5. The voting through electronic means commenced from 9:00 AM of 17th July, 2016 to 5:00 PM of 19th July, 2016.
6. With the support of M/s. Canbank Computer Services Limited, Registrar and Transfer Agent ('RTA') of the Company, the poll papers were scrutinized and signatures of Members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
7. A final electronic report of the e-voting was generated by me accessing the data available to me from the website www.evoting.nsdl.com of NSDL. The votes were unblocked by me in presence of two witnesses, Mr. Dinakara Kini residing at Shri Ganesh, Opp Bharat Petrol Pump, 8th Main, 18th Cross, Malleshwaram, Bangalore-



560055 and Mr. Jayatheertha, residing at No.50/50, Girishanilaya, 2nd Main, Singapura Layout, Vidyaranyapura Post, Bangalore-560097 who are not in employment of the Company.

They have signed below in confirmation of votes being unblocked in their presence.



Name: Jayatheertha



Name: Dinakara

8. The particulars of poll papers received from the Members in physical form(s) and electronic voting report generated from NSDL (the Authorized Agency for e-voting) have been entered in a separate register maintained for the purpose.
9. The proxy forms received by post/courier/by hand and the poll papers received at the AGM were kept under our safe custody. The electronic ballots were maintained by the NSDL in electronic registry.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Details of Invalid Votes:

Total number of invalid Polling Paper	Total no. of votes cast by them
6	21

11. The consolidated report on the results of the voting through ballot paper and e-voting are as under:



Resolution No. 1 – To receive, consider & adopt the audited Balance Sheet of the Company as at 31st March, 2016 & the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors & Auditors' there on.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
Mode of voting (Poll Paper)							
Promoter and Promoter Group (4)	542283	542283	100%	542283	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (26)	222	222	100%	222	-	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (1)	100	100	100%	100	-	100%	-



Resolution No. 2 – To declare Dividend for the year ended 31st March, 2016.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
Mode of voting (Poll Paper)							
Promoter and Promoter Group (4)	542283	542283	100%	542283	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (26)	222	222	100%	222	-	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (1)	100	100	100%	100	-	100%	-



Resolution No. 3 – To re-appoint Director Shri Ashok V. Chowgule, who retires by rotation & being eligible, offers himself for re-appointment

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
	1	2	3	4	5	6	7
Mode of voting (Poll Paper)							
Promoter and Promoter Group (4)	542283	542283	100%	542283	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (26)	222	222	100%	222	-	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (1)	100	100	100%	100	-	100%	-



Resolution No. 4 – To ratify the Auditors appointment to hold office from the conclusion of Thirty-ninth Annual General Meeting until the conclusion of Fortieth Annual General Meeting of the Company & to fix their remuneration & to pass the following resolution thereof.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
Mode of voting (Poll Paper)							
Promoter and Promoter Group (4)	542283	542283	100%	542283	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (26)	222	222	100%	222	-	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (1)	100	100	100%	100	-	100%	-



Resolution No. 5 – To approve the appointment of the Cost Auditor & to fix his remuneration for the financial year 2016-17

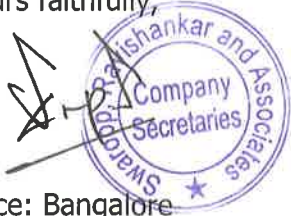
Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
	1	2	3	4	5	6	7
Mode of voting (Poll Paper)							
Promoter and Promoter Group (4)	542283	542283	100%	542283	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (26)	222	222	100%	222	-	100%	-
Mode of voting (e-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group (1)	100	100	100%	100	-	100%	-



12. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



Place: Bangalore

Dated: 22.07.2016

SWAROOP S., BBA., ACS
PRACTISING COMPANY SECRETARY
ACS: 27907 CP: 9997
216, 1st Floor, Marudhi Nilaya, 4th Cross
Cubbonpet, Bangalore-560 002