



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR BEST & CROMPTON ENGG.
LIMITED.**

[Pursuant to rule section 108 & Section 109 of the Companies Act, 2013, rule 20 and rule 21
respectively of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Best&Crompton Engg.Limited,28-A,
Industrial Estate,(North),
Ambattur,
Chennai-600098

Dear Sir,

SUB : 101st Annual General Meeting of the Shareholders of M/s.Best & Crompton Engg. Limited, held on Thursday, 19th day of March 2015, AT 10.00 A.M, At Sri Thyaga Brahma Gana Sabha, Vani Mahal, (Obul Reddy Hall) 103, G N Chetty Road, T Nagar, Chennai – 600 017.

I, V. Mahesh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Best & Crompton Engg. Limited, as a Scrutinizer for the purpose of scrutinizing the e-voting process together with voting through the assent / dissent form in physical mode and also poll, as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 respectively, of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 101st Annual General meeting of the Shareholders of M/s. Best & Crompton Engg. Limited , held on Thursday, 19th day of March, 2015 at 10.00 a.m. at Sri Thyaga Brahma Gana Sabha, Vani Mahal, (Obul Reddy Hall) 103, G N Chetty Road, T Nagar, Chennai – 600 017.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means together with voting through the assent / dissent form in physical mode and also poll, on the resolutions contained in the Notice to the 101st Annual General Meeting of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" together with voting through the assent / dissent form in physical mode and also poll, the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- i) The e-voting period was open from Thursday, 12th March, 2015 (09.00 A.M) to Saturday, 14th March, 2015 (06.00 P.M). We further confirm that eVoting option/facility was closed after 06.00 P.M on Saturday, 14th March 2015.
- ii) The members of the Company as on the "Cut-off date" i.e. Tuesday, 10^h February, 2015 were entitled to vote on resolutions (item No. 01 to 07) as set out in the Notice of the 101st AGM of the Company)
- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e., <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting are as under:
- iv) At the 101st AGM of the Company held on Thursday, 19th March 2015, poll was demanded as per the provisions of Section 109 of the Companies Act, 2013 to facilitate the members present in the AGM who could not participate in the e-voting to record their votes through the poll process. The poll was conducted as per the provisions of Companies Act.

ORDINARY BUSINESS

Item No.1

To receive, consider and adopt the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss Account for the year ended March 31, 2013 the Report of the Auditors thereon and the Report of the Directors.

- i) Voted In **favour** of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	12	94977728	100
Poll (Physical)	17	19045700	99.999
Total	29	114023428	99.999

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

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	0.000
Poll (Physical)	14	14	0.0001
Total	14	14	0.0001



iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll (Physical)	1	200
Total	1	200

Item No.2

To appoint a Director in place of Mr. M. Sinivasan (DIN No.05330943) who retires by rotation and being eligible offers himself for re-appointment.

i) Voted In favour of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	12	94977728	100
Poll (Physical)	18	19045751	99.999
Total	30	114023479	99.999

ii) Voted against the resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll (Physical)	5	13	0.0001
Total	5	13	0.0001

iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll (Physical)	1	150
Total	1	150

Item No.3

To appoint Auditors for the Financial Year 2013-14. It is proposed to appoint the reconstituted firm of the retiring auditors, viz., CNGSN and Associates LLP, Chartered Accountants, Chennai, as Statutory Auditors,



from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

i) Voted In favour of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	11	94977727	99.999
Poll (Physical)	16	769593	99.999
Total	27	95747320	99.999

ii) Voted against the resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0.0001
Poll (Physical)	6	14	0.0001
Total	7	15	0.0001

iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll(Physical)	2	18276307
Total	2	18276307

SPECIAL BUSINESS

Item No.4

Ordinary Resolution: To appoint of Mr. S V Venkatesan (DIN 00004010) as an Independent Director:

“Resolved that pursuant to the provisions, of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr.S.V. Venkatesan (DIN 00004010) who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the five consecutive years for a term upto 31st, March, 2019.”



i) Voted In favour of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	11	94977727	99.999
Poll (Physical)	17	19045750	99.999
Total	28	114023477	99.999

ii) Voted against the resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0.0001
Poll (Physical)	5	13	0.0001
Total	6	14	0.0001

iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll (Physical)	2	151
Total	2	151

Item No.5

Ordinary Resolution: To appoint Mr K Prakash (DIN No.01206592) as an Independent Director.

“RESOLVED THAT Mr K Prakash (DIN No.012065962), who holds office upto this Annual General Meeting, being eligible offers himself for appointment, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years upto 31st March 2019.

i) Voted In favour of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	11	94977727	99.999
Poll (Physical)	17	19045750	99.999
Total	28	114023477	99.999

ii) Voted against the resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0.0001
Poll (Physical)	6	14	0.0001
Total	7	15	0.0001

iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll (Physical)	1	150
Total	1	150

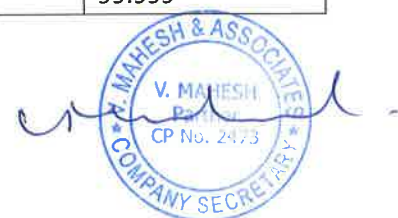
Item No.6

Ordinary Resolution: To appoint Mr. Ravindranath Gupta (DIN No.06591309) as an Independent Director:

“RESOLVED THAT Mr. Ravindranath Gupta (DIN No.06591309), who holds office upto this Annual General Meeting, being eligible offers himself for appointment, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold officer for a term of five consecutive years upto 31st March 2019”

i) Voted In favour of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	11	94977727	99.999
Poll (Physical)	17	19045750	99.999
Total	28	114023477	99.999



ii) Voted against the resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	1	1	0.0001
Poll (Physical)	6	14	0.0001
Total	7	15	0.0001

iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll (Physical)	1	150
Total	1	150

SPECIAL RESOLUTION

Item No.7

“RESOLVED that approval be and is hereby accorded for the Company to voluntarily delist the equity shares of the Company on Madras Stock Exchange, consequent to Madras Stock Exchange opting for Voluntary de-recognition and exit of such Exchange.

“RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to take such steps for delisting of the equity shares of the Company on Madras Stock Exchange”.

i) Voted In favour of the Resolution:

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	12	94977728	100
Poll (Physical)	18	19045734	99.999
Total	30	114023462	99.999



ii) Voted **against** the resolution:

VMACS

Method of Votes cast	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	0.000
Poll (Physical)	5	30	0.0001
Total	5	30	0.0001

iii) Invalid Votes:

Method of Votes cast	Number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll (Physical)	1	150
Total	1	150

The details containing list of equity shareholders who voted "FOR", "AGAINST" and those votes which were declared INVALID" for each resolution received from the Depository M/s. NSDL Services Limited is attached to this report.

Thanking You,

Place: Chennai

Date: 20th March 2015

For V. Mahesh & Associates

V. MAHESH
Partner
CP No. 2473

V. Mahesh
Practicing Company Secretary
C.P. No.2473