NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

REPORT OF SCRUTINIZER

To,
The Chairman,
M/s Procal Electronics India Limited
201, Shyam Baba House Chs Ltd. Upper
Govind Nagar, Malad - East Mumbai-400097

Scrutinizer's Report on remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting through electronic voting system at the 31st Annual General Meeting of the Members of M/s Procal Electronics India Limited held on Saturday, 30th September, 2023 at 12:00 PM through Video Conferencing ("VC") / Other Audio-visual Means ("OAVM").

Dear Sir,

We, **Nitesh Chaudhary & Associates, Practicing Company Secretary,** have been appointed by the Board of Directors of **M/s Procal Electronics India Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing e-voting facility both for E-voting prior to the AGM (remote E- voting) and E-voting at the AGM by electronics means (E-voting at AGM) attended the AGM to perform the duties of scrutinizer, and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of 31st AGM (hereinafter referred to as "the resolutions") dated 14th August, 2023 of the 31st Annual General Meeting as per the provisions of Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Agreements with the Stock Exchanges, relating to poll including voting by electronic means. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of votes cast by the members for the resolutions contained in the notice based on report generated from the electronic platform provided by Central Depository Services (India) Limited, (CDSL) the authorized agency to provide e-voting facilities, engaged by the Company.

We submit my report as under:

1. The notice of 31st AGM has been sent electronically to those members who have registered their email addresses with the Company or their Depositary Participant in compliance with the aforesaid MCA Circulars and SEBI Circular.

2. General circular No. 14/2020, 17/2020 and 20/2020 dated 08thApril 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars') and Circular No. SEBI/HO/CFD/CMDI/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations,,), the 31st AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.

3. The E-voting period remained open from 27th September, 2023 (9:00 AM) to 29th September 2023 (5:00 PM) and the shareholders holding shares as on the "cut-off" date i.e. 23rd September, 2023 were entitled to vote on the proposed resolutions item no. 1 to 2 as set out in the Notice of the 31st AGM of the Company.

4. The Company had appointed Satellite Corporate Services Pvt. Ltd. for providing facilities to the shareholders for participation in the AGM through VC/OAVM and conducting the electronic voting by the shareholders at the AGM. After the time fixed for the closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

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COP-16275
FCS-10010

5. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispended with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act was not being available for the 31st AGM.

6. Participation of Members through VC/OAVM has been reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 20I3 ("the Act").

7. Total 23 members were present through VC/OAVM in the Annual General Meeting of the Company, out of 23 members present in the AGM, 14 members voted by remote e-voting system and 3 members voted at the time of AGM and 6 members, who were present in the AGM but not voted through any means of E- voting (remote e-voting and AGM e-voting).

8. The e-voting results with details of equity shareholders who have voted "For" and "Against" on the Resolutions stated in the Notice of 31st AGM and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Ltd.

9. The members who had voted through remote e-voting were instructed not to vote at the e-voting facility at the time of meeting and the members who had casted votes e-voting as well as through e-voting facility at the time of meeting, the voting done by remote E-voting were considered.

10. The combined result of the e-voting and e-voting at the time of AGM is as under:

Resolution No. : 1
Nature of Resolution : Ordinary Resolution
Subject Matter : To receive, consider and adopt the audited Balance Sheet as at 31st March, 2023 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Reports thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

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

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	14	778471	99.78%
E-Voting at AGM	3	1700	0.22%
Total	17	780171	100%

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

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

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Resolution No. : 2
Nature of Resolution : Special Resolution
Subject Matter : To Re-appointment of Mr. Mahendrakumar Bothra as Managing Director of the company:

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	12	773298	99.12%
E-Voting at AGM	3	1700	0.22%
Total	**15**	**774998**	**99.34%**

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	5173	0.66%
E-Voting at AGM	0	0	0
Total	2	5173	0.66%

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

The electronic data and all other relevant records relating to the e-voting are under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Note: According to the E-voting report downloaded from CDSL and E-voting at AGM since the majority votes cast in the favour of all the resolutions set out in the notice of AGM hence the Resolution no. 1 -2 passed with requisite majority.

For Nitesh Chaudhary & Associates

NITESH CHAUDHARY & ASSOCIATES
COP-16275
FCS-10010
PRACTISING COMPANY SECRETARY

Nitesh Chaudhary
Proprietor
Practicing Company Secretary

Membership No.: F10010
COP No.: 16275

UDIN: F010010E001164416
Date: 03rd October, 2023

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