



CONSOLIDATED SCRUTINIZER'S REPORT

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

33rd Annual General Meeting of the Members held on Tuesday, 30th September, 2025 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the AGM in respect of resolutions contained in the Notice dated 14th August, 2025.

Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21(2) 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 33rd Annual General Meeting of the Members of M/s Procal Electronics India Limited held on Tuesday, 30th September, 2025 at 11:30 A.M through Video Conferencing ("VC") / Other Audio-visual Means ("OAVM").

Dear Sir/Madam,

We, Nitesh Chaudhary & Associates, Practicing Company Secretaries, were appointed as Scrutinizer by the Board of Directors of M/s. Procal Electronics India Limited ("the Company") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the:

1. Remote e-voting process conducted prior to the 33rd Annual General Meeting (AGM); and
2. E-voting conducted electronically during the AGM, held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"),

In a fair and transparent manner and for ascertaining the requisite majority for the resolutions as set out in the Notice dated 14th August, 2025, convening the 33rd AGM of the Company.

The responsibility of the Company's Management is to ensure compliance with the applicable provisions of the Companies Act, 2013, the relevant rules framed thereunder, and the SEBI Listing Regulations relating to voting through electronic means (remote e-voting and e-voting during the AGM). Our responsibility as the Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to submit a consolidated report on the votes cast "in favour" or "against" the resolutions stated in the Notice of the AGM, based on the data generated from the remote e-voting system, and the e-voting system used at the AGM, 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 now submit our Consolidated Scrutinizer's Report in the prescribed format, containing the results of remote e-voting and e-voting conducted during the AGM, for each of the resolutions as set out in the AGM Notice as under:

1. As confirmed by the Company, the Notice of the 33rd AGM, along with the Annual Report for the Financial Year 2024-25, was electronically dispatched to all those Members whose email addresses were registered with the Company or their respective Depository Participants, in compliance with applicable provisions of the Companies Act, 2013, and in accordance with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars issued in this regard.





2. Pursuant to the MCA Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May 2022 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and 09/2024 dated 19th September, 2024, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and further SEBI & MCA Circular 2025 the 33rd AGM of the Company was held through VC/OAVM without physical presence of members at a common venue. Accordingly, the deemed venue for the Meeting was the Registered Office of the Company.
3. The remote e-voting period commenced on Saturday, September 27, 2025 (09:00 A.M. IST) and ended on Monday, September 29, 2025 (05:00 P.M. IST). Members holding shares as on the "cut-off date" i.e., Tuesday, September 23, 2025, were eligible to cast their vote electronically on all the 2 resolutions as set out in the Notice of the 33rd AGM.
4. The Company engaged Central Depository Services (India) Limited (CDSL) as the authorized agency for providing the facility of remote e-voting, participation in the AGM through VC/OAVM, and e-voting at the AGM.
5. After the conclusion of voting at the AGM, the e-voting module was disabled by the Scrutinizer in the presence of two witnesses who are not in the employment of the Company. The votes cast through remote e-voting and e-voting during the AGM were unblocked and downloaded from the e-voting portal of Central Depository Services (India) Limited (CDSL) (www.evoting.cdsi.com) and consolidated.
6. Since the AGM was conducted in compliance with the aforesaid MCA and SEBI Circulars via VC/OAVM, physical attendance of members was dispensed with, and there was no provision for the appointment of proxies. Consequently, the facility for appointment of proxy under Section 105 of the Companies Act, 2013, was not applicable for the 33rd AGM of the Company.
7. Participation of members through VC/OAVM was reckoned for the purpose of quorum, in accordance with the provisions of Section 103 of the Companies Act, 2013. A total of 15 members, attended the AGM through the VC/OAVM platform.
8. The details containing, inter alia, the list of Equity Shareholders who voted "FOR", "AGAINST", and those who abstained, were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL).
9. As per the instructions mentioned in the Notice of the AGM and in line with the applicable regulatory guidelines, members who had already voted through remote e-voting were not allowed to vote again at the AGM. In case any member cast their vote via both remote e-voting and e-voting at the AGM, only the votes cast through remote e-voting were considered as valid.
10. Based on the scrutiny of the electronic voting data downloaded from the aforementioned platform and after due verification, we now submit the consolidated result of the remote e-voting and the e-voting conducted at the AGM for all 2 resolutions, which forms part of this Report.

The combined result of the remote 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 31 st March, 2025 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	13	772734	100%
E-Voting at AGM	-	-	-
Total	13	772734	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

Resolution No. : 2

Nature of Resolution : Ordinary Resolution

Subject Matter : To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

(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	13	772734	100%
E-Voting at AGM	-	-	-
Total	13	772734	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





NITESH CHAUDHARY & ASSOCIATES

PRACTISING COMPANY SECRETARY
ICSI - Mem. No. F-10010, COP No. 16275
Peer Review Certificate No. 2008/2022
FRN - Unique Code S2020MH721600

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.

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) to be placed on the website of the Company, This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

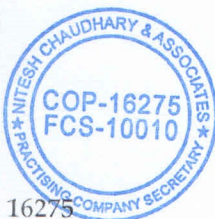
Nitesh Chaudhary & Associates

Nitesh Chaudhary (Proprietor)

ICSI - Mem. No. F-10010 COP No. 16275

Peer Review Certificate No. 2008/2022

FRN - Unique Code S2020MH721600



Counter Signed By

For Procal Electronics India Limited

Mahendrakumar Bothra

Managing Director

DIN: 01103297



UDIN: F010010G001405239

Date: 30th September, 2025