



SCRUTINIZER REPORT

“Pursuant to Section 108 of the Companies Act 2013 and Rule 20(XI) of the Companies (Management and Administration), Rules, 2014”

To,

The Chairman
Austin Engineering Company Limited.
Village: Patla, Bhesan, District: Junagadh
Gujarat: 362030

Subject: Scrutinizer Report on the “Remote E-voting” and “Voting through Ballot” at the meeting in respect of the resolution contained in the Notice of 45th Annual General Meeting of the Austin Engineering Company Limited held on Thursday, 28th September, 2023 at 11.00 am.

Dear Sir,

- A. I, **Mr. Kaushik Jayantilal Shah of KJShah & Company, Practicing Company Secretary**, has been appointed as the scrutinizer of **Austin Engineering Company Limited (“the Company”)** vide resolution passed by Board of Directors at their meeting held on **30th May, 2023** pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and also pursuant to regulations 44 of the SEBI (Listing and Obligation and Disclosure Requirement) Regulations, 2015 to carry out the scrutiny if the Remote E-voting and voting through Ballot at the aforesaid Annual General Meeting in respect of **8 nos.** of resolutions as mentioned herein below and as contained to the notice of the said Annual General meeting (herein after called as **the said AGM**).
- B. Pursuant to the provision of section 108 of the Companies Act, 2013 read with relevant rules thereof and also in pursuant to the Regulation 44 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015, we have conducted the scrutiny of the aforesaid “Remote E-voting” and “Voting Through Ballot” at the said Annual general Meeting in respect of aforesaid resolution number 01 to 08, I submit my report hereunder:

(i) As per the information provided to me, by the officers of the company, the Company has completed on the dispatch of the relevant notice dated **30th May, 2023** along with statement setting out material facts under section 102 of the Companies Act, 2013 convening the said Annual General meeting to the member of the Company by the applicable mode. Further, I have been informed by the officers of the company that the said relevant notice of the aforesaid Annual General Meeting has been placed on the Website of the Company.


(ii) That the relevant notice of the said Annual General Meeting mentioned, inter alia, that the Business would be transacted through Remote E-Voting system and through Ballot/Polling Paper at the venue of the said Annual general Meeting. The necessary facilities were being provided by the Company.

(iii) I have been shown by the officers of the Company, the relevant advertisement of the said notice in the “The Indian Express” (English) and “The Financial Express” (Gujarati) published on 31st August, 2023 respectively containing the following information.




- a. Statement that the Business may be transacted by Remote E-Voting.
- b. Statement that dispatched of notices the said Annual General Meeting was completed.
- c. Statement that period of Remote E-Voting would commence on **Monday, 25th September, 2023 9.00 am and ends on Wednesday, 27th September, 2023 5.00 pm.**
- d. Statement that Business may be transacted by Voting through Ballot/Polling paper at the venue of the said Annual General Meeting, only by those members who had not participated in the said remote e-voting.
- e. Statement that the members who cast their vote by remote e-voting may attend the said Annual General Meeting but would not be entitled to cast their vote once again.
- f. The Statement that Remote E-voting shall not be allowed beyond the said date and time, as mentioned in (c) above and that the remote E-voting Module shall be disable by Central Depository Service Limited upon expiry of said date and time, as mentioned in (c) above.
- g. Website address of the Company and of Central Depository Services Limited (CDSL, here in after) where notice of the said Annual General Meeting was displayed.
- h. Contact details, in case of queries /grievances connected with Remote e-voting.
- (iv) That to the best of my understanding, the Remote e voting for the aforesaid resolutions was opened for three days i.e., **Monday, 25th September, 2023 9.00 am and endson Wednesday, 27th September, 2023 5.00 pm.**
- (v) That to the best of my understanding the portal i.e., <http://www.evotingindia.com>, where Remote E-voting process was provided, was blocked on **Wednesday, 27th September, 2023 at 5.00 p.m.**
- (vi) That after discussion on the above 8 (Eight) resolutions at the said AGM were over, a facility for casting the vote by ballot/polling paper at the venue of the said AGM was provided to those members who wanted to cast their votes by said ballot/polling paper.
- (vii) That the said Remote E-voting at portal <http://www.evotingindia.com> was unblocked by me at 11.32 A.M. on 28thSeptember, 2023 that is after the voting by ballot/Polling paper were completed and counted. The said Remote E-voting was unblocked by me in the presence of the following persons.

A. Ms. Mital Jitubhai Vaghasiya



B. Ms. Punita Natwarlal Gadhiya



who are not in the employment of the company and who have put their signature along with their names as above,



- (viii) The results containing the details of the votes cast by Remote E-voting mode has been provided to me by CDSL, the agency which was appointed by the company to provide and maintain and which provided and maintained the Remote E-voting platform for the aforesaid remote e-voting, in respect of aforesaid **8(EIGHT)resolutions**.
- (ix) The relevant details of the aforesaid Remote E-voting Process in respect of aforesaid resolution have been entered in to registers, electronically as per the provision of the Rule20(3)(xii) of the Companies (management and Administration) Rules,2014 read with the section 108 of Companies Act,2013 and are available as on this day at the website <http://www.evotingindia.com>.
- (x) The cut –off date for determining the eligibility to cast vote was **21stSeptember,2023**and such persons who were the members of company as on the said cutoff date were entitled to cast their vote either by Remote E-voting or through Ballot at the said AGM on the relevant resolutions.
- C. That the details of voting, through Remote E-voting and through Ballot at the said AGM in respect of the said 8(Eight) resolutions have been submitted separately vide Annexure “A”**
- D. That the comprehensive chart showing the details of vote cast through Remote E- Voting and through ballot at the AGM of the Company is attached with this report as Annexure “B”**
- E. The ballot /poll papers and all others relevant records were sealed and handed over to the chairman of the Company for safe keeping.**

Place: Junagadh
Date: 28th September, 2023

For, KJ Shah & Company
Company Secretary



(Kaushik Shah)
Proprietor
FCS 2420 CP 1414
UDIN: F002420E001082048

Detailed Consolidated Results of "E-Voting" and "Ballot Voting"

"ANNEXURE A"

Item No.1 (a): To receive, consider, and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on **31st March, 2023** together with report of the Board of Directors and Auditors thereon- **Ordinary Resolution**

Item No.1 (B): To receive, consider, and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended on **31st March, 2023** together with report of Auditors thereon- **Ordinary Resolution**

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Ordinary Resolution as contained in Item no. 1 is passed **with Requisite Majority**.

Item No 2: To appoint a Director in place of **Mr. Rajan R. Bambhania (DIN No.:00146211)** who, retires by rotation and being eligible offers himself to re-appointment -**Ordinary Resolution**

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Ordinary Resolution as contained in Item no. 2 is passed **with Requisite Majority**.

Item No 3: To appoint a Director in place of **Mr. Hiren N Vadgama (DIN No.:00145992)** who, retires by rotation and being eligible offers himself to re-appointment -**Ordinary Resolution**

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Ordinary Resolution as contained in Item no. 3 is passed **with Requisite Majority**.



Item No 4: To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint of **Mr. Hiren Narottam Vadgama (DIN No.: 00145992)** as **Chairman & Executive Director** of the Company for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from 01st August, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Hiren Narottam Vadgama**, subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof.

“FURTHER RESOLVED THAT he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.

“FURTHER RESOLVED THAT the remuneration payable under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company

“RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Special Resolution as contained in Item no. 4 is passed **with Requisite Majority**.

Item No 5: To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint of **Mr. Rajan Ramniklal Bambhania (DIN: 00146211)** as **Managing Director** of the Company for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from 01st August, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Rajan Ramniklal Bambhania**, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

“FURTHER RESOLVED THAT he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.



“FURTHER RESOLVED THAT the remuneration payable under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company

“RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Special Resolution as contained in Item no. 5 is passed **with Requisite Majority**.

Item No 6: To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for remuneration paid/ payable to **Mr. JIGNESH SHASHIKANT THANKI DIN 00146168 who was appointed as Director (Technical)** of the Company for a period of 5 (five) years from 1st November, 2022 to 30thOctober, 2027as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (here in after referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit with effect from 1st August, 2023 to the expiry of his terms and as may be acceptable to **Mr. JIGNESH SHASHIKANT THANKI**, subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof.

“FURTHER RESOLVED THAT he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.

“FURTHER RESOLVED THAT the remuneration payable under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company

“RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”



Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Special Resolution as contained in Item no. 6 is passed **with Requisite Majority**.

Item No 7: To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, **MR. DHIREN TARACHAND MITHANI, DIN 10265723** who was appointed as an Additional Independent Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on **14th August, 2023**, and who holds office up to the conclusion of the ensuing Annual General meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(l)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing the candidature of **,MR. DHIREN TARACHANDMITHANI, DIN 10265723** for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes ,rules, regulations or guideline.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Special Resolution as contained in Item no. 7 is passed **with Requisite Majority**.

Item No 8: To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs 40,000/- (Rupees Forty Thousands only) per annum plus tax as may be



applicable and reimbursement of out of pocket expenses to be paid to **M/s SAGAR M. KAPADIYA & COMPANY**, Cost Accountant, Rajkot (Registration No. 103615) being the Cost Auditors appointed by the Board of Directors to conduct audit of the cost records of the Company for the Financial Year 2023-24 be and hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Particulars	Remote e-votes		Ballot Voting		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	305648	61	886176	78	1191824	99.99 %
Dissent	1	170	0	0	1	170	0.01 %
Total Valid Votes	18	305818	61	886176	79	1191994	100.00%
Abstain	0	0	0	0	0	0	
Total Votes	18	305818	61	886176	79	1191994	

Thus, the Ordinary Resolution as contained in Item no. 8 is passed **with Requisite Majority**.

Place: Junagadh
Date: 28.09.2023

For, K J Shah & Company
Company Secretary



(Kaushik Shah)
Proprietor
FCS 2420 CP 1414
UDIN: F002420E001082048

"ANNEXURE B"

AUSTIN ENGINEERING COMPANY LIMITED

"Remote E-Voting" during the period 25/09/2023 to 27/09/2023 AND **"Ballot Voting"** for the resolutions carried out at **Annual General Meeting held on Thursday, 28th September, 2023 @ 11.00 a.m.**

Comprehensive Result of Remote E- Voting and Voting through Ballot at the AGM

Resolution	Number of votes (Folio valid)	No. of shares/ votes held	No. of shares / votes exercised	No. of shares/votes exercised in favour	No. of Shares / votes exercised in against	Total % of votes cast in Favour (valid votes) 5/4*100	Total % of votes cast against (Valid votes) 6/4*100
1	2	3	4	5	6	7	8
1(a)	79	1191994	1191994	1191824	170	99.99	0.01
1(b)	79	1191994	1191994	1191824	170	99.99	0.01
2	79	1191994	1191994	1191824	170	99.99	0.01
3	79	1191994	1191994	1191824	170	99.99	0.01
4	79	1191994	1191994	1191824	170	99.99	0.01
5	79	1191994	1191994	1191824	170	99.99	0.01
6	79	1191994	1191994	1191824	170	99.99	0.01
7	79	1191994	1191994	1191824	170	99.99	0.01
8	79	1191994	1191994	1191824	170	99.99	0.01

Statement of Invalid Votes		
Resolution no.	No. of Voters (folios) Declared Invalid	No. of votes
1(a)	Nil	Nil
1(b)	Nil	Nil
2	Nil	Nil
3	Nil	Nil
4	Nil	Nil
5	Nil	Nil
6	Nil	Nil
7	Nil	Nil
8	Nil	Nil
Total	Nil	Nil

Place: Junagadh
Date: 28.09.2023

For, K J Shah & Company
Company Secretary



(Kaushik Shah)
Proprietor

FCS 2420 CP 1414

UDIN: F002420E001082048