

**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

To,  
The Chairman,  
33<sup>rd</sup> Annual General Meeting of the  
**Sat Industries Limited**  
121, B-Wing, Mittal Tower,  
Nariman Point,  
Mumbai – 400021.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2<sup>nd</sup> Floor, 227, P. D' Mello Road, Mumbai- 400 001 was appointed as Scrutinizer by the Board of Directors of **Sat Industries Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company held on Friday, 28<sup>th</sup> September, 2018 at 09:15 a.m. at Utsav Hall, Samrat Restaurant, Prem Court, J. Tata Road, Mumbai – 400 020, submit my report as under:

**1. Dispatch of Notice convening the Meeting.**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL) as on 28<sup>th</sup> August, 2018, it has completed dispatch of the Notice of the AGM as under;



➤ **By Electronic Means:**

On 28<sup>th</sup> August, 2018 the Registrar and Share Transfer Agents sent 1088 e-mail to Shareholders who had registered their email- id's with Depositories/the Company, out of which 131 emails were bounced back and 957 mails were delivered.

➤ **By Courier:**

On 28<sup>th</sup> August, 2018 the Notice was sent through courier to 545 Shareholders and on 30<sup>th</sup> August, 2018 further 131 copies were sent to those shareholders whose mails were bounced back.

**2. Cut-off Date**

The Voting rights were reckoned as on **Friday, September 21, 2018** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

**3. Remote e-Voting**

**i. Agency:**

The Company has appointed Central Depository (India) Services Limited (CDSL) as the Agency for providing the remote e-Voting platform.

**ii. Remote e-Voting:**

The remote e-Voting platform was open from 09:00 A.M. on Tuesday, September 25, 2018 upto 5:00 p.m. on Thursday, September 27, 2018 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.





#### 4. Voting at AGM.

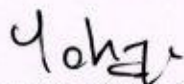
After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Members present in person / through Authorised Representatives.	48
Members present but did not participate in Poll as they had exercised their votes through E-Voting.	7
Members present and cast their votes through Poll but Ballot Form considered as Invalid as they had already exercised their votes through E- Voting.	2
Members present but did not participate in Poll and also did not had exercised their votes through E-Voting.	7
Members who cast vote through Poll	32

#### 5. Counting Process:

- After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 10:10 a.m.
- The ballot box was opened and polling papers were removed and examined in presence of two witnesses who were not in the employment of the Company.



Name: Mr. Yahya Batatawala



Name: Ms. Neha Sethia



- iii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).
- iv. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting through Poll at the Meeting on the Resolutions contained in the Notice of the AGM.
- v. My responsibility as Scrutinizer for the remote e-voting and voting through Poll at the Meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the Resolutions.
- vi. The combined result of remote E-voting and poll is as under:

### **VOTING RESULTS**

*[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

<b>Company Name</b>	<b>SAT INDUSTRIES LIMITED</b>
<b>Date of the AGM</b>	<b>September 28<sup>th</sup>, 2018</b>
<b>Total number of Shareholders on cut-off date:</b>	<b>1642</b>
<b>No. of shareholders present in the meeting either in person or through proxy or through Authorised Representatives:</b>	<b>48</b>
Promoters and Promoter Group:	2
Public:	46





### Resolution No. 1

To receive, consider and adopt:

- a. The Audited Financial Statements of the Company for the year ended March 31, 2018 along with the Report of the Directors and Auditors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= $[(2)/(1)] \times 100$	(4)	(5)	(6)= $[(4)/(2)] \times 100$	(7)= $[(5)/(2)] \times 100$
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001



**Resolution No. 1**

To receive, consider and adopt:

- b. the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2018 together with the Report of the Auditors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001



**Resolution No. 2 –**

To declare a dividend on Equity Shares.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001





**Resolution No. 3 –**

To appoint a director in place of Mr. Harikant Turgalia (DIN: 00049544) who retires by rotation, and being eligible, offered himself for re-appointment.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001





**Resolution No. 4 –**

Re- Appointment of Mrs. Shehnaz D. Ali as a Whole Time Director.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	58335000	0	0	0	0	0	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	16635979	15.4036	16635929	50	99.9996	0.0004



**Resolution No. 5 –**

Re- Appointment of Mr. Harikant Turgalia as a Whole Time Director (DIN: 00049544)

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001





**Resolution No. 6 –**

Authority to the Board of Director to Make/ Give/ Provide/ Investments/ Loans/ Guarantee Security.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001



**Resolution No. 7 –**

Appointment of Mr. Goree Shankar Shrimali as an Independent Director (DIN: 08198667).

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001





**Resolution No. 8 –**

Partial Modification of the Ordinary Resolution No. 3 passed at 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 by deleting the words “*subject to ratification of their appointment by the Members of the Company at every Annual General Meeting*” with effect from conclusion of this Annual General Meeting, for the remaining period of Appointment of M/s Sampatilal Bohara & Co., Chartered Accountant (ICAI FRN 003324C) as Statutory Auditors of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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 on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	58335000	58335000	100	58335000	0	100	0
	Poll		0	0	0	0	0	0
	Total	58335000	58335000	100	58335000	0	100	0
Public-institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	49664500	16629724	33.4841	16629674	50	99.9996	0.0004
	Poll		6255	0.0125	6255	0	100	0
	Total	49664500	16635979	33.4967	16635929	50	99.9996	0.0004
Total		108000000	74970979	69.4175	74970929	50	99.9999	0.0001



### RESULT SUMMARY

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAINST (%)</b>
1. (a)	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 along with the Report of the Directors and Auditors thereon.	Ordinary Resolution	99.9999	0.0001
1. (b)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2018 together with the Report of the Auditors thereon.	Ordinary Resolution	99.9999	0.0001
2.	To declare a dividend on Equity Shares	Ordinary Resolution	99.9999	0.0001
3.	To appoint a director in place of Mr. Harikant Turgalia (DIN: 00049544) who retires by rotation, and being eligible, offered himself for re-appointment.	Ordinary Resolution	99.9999	0.0001
4.	Re- Appointment of Mrs. Shehnaz D. Ali as a Whole Time Director.	Ordinary Resolution	99.9996	0.0004
5.	Re- Appointment of Mr. Harikant Turgalia as a Whole Time Director (DIN: 00049544)	Ordinary Resolution	99.9999	0.0001
6.	Authority to the Board of Director to Make/ Give/ Provide/ Investments/ Loans/ Guarantee Security	Special Resolution	99.9999	0.0001
7.	Appointment of Mr. Goree Shankar Shrimali as an Independent Director (DIN: 08198667)	Ordinary Resolution	99.9999	0.0001





8.	Modification of the Ordinary Resolution No. 3 passed at 32nd Annual General Meeting	Ordinary Resolution	99.9999	0.0001
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The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



**Dr. S. K. Jain**  
Practicing Company Secretary



**Asad Daud**  
Chairman



Place: Mumbai

Date: 28<sup>th</sup> September, 2018

