



# Shetron Limited

THE NAME BEHIND THE NAMES

29<sup>th</sup> September, 2017

The Listing Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

Dear Sirs,

**Sub: Report of the Scrutinizer and Voting Results under Regulation 44 of SEBI (LODR) Regulations, 2015**

**Ref: Scrip Code: 526137**

Pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, we enclose herewith the Report of the Scrutinizer and Voting Results of the 37<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017 at Woodlands Hotel, No. 5, Dr. Rajaram Mohan Roy Road, Bengaluru - 560 025.

We wish to inform you that the members at the 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, 28<sup>th</sup> September, 2017, *inter alia*, have accorded approval for the following resolutions:

**Ordinary Business:**

- 1 Adoption of Financial Statements for the year ended March 31, 2017
- 2 Appointment of Mrs. Yashoda Diwakar Shetty who retires by rotation
- 3 Appointment of Statutory Auditors

**Special Business:**

- 4 Re-Appointment of Mr. Mohan Narayan Menon (DIN: 02838483) as an Independent Director
- 5 Appointment of Dr. Narendra Maripady (DIN: 00536905) as an Independent Director
- 6 Fixation of the remuneration of the Cost Auditors of the Company for the Financial year 2017-18

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host



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on the website of the Company and CDSL the voting results of the 37<sup>th</sup> Annual General Meeting.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you

Yours sincerely

For Shetron Limited

*Neethi*

**Neethi D'Cunha**  
**Company Secretary and Compliance Officer**

Encl: As above



**VIJAYAKRISHNA K T**

BBM, LLB, FCS, ACMA

Company Secretary

# 496/4, II Floor, 10th Cross

Near Bashyam Circle, Sadashivanagar,

Bangalore - 560 080, INDIA

Tel : +91 80 23610847, 41231106

e-mail : vijaykt@vjkt.in

ktvijaykrishna@gmail.com

## **SCRUTINIZER'S REPORT**

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]

To

Mr. Divakar Sanku Shetty

Chairman

Shetron Limited

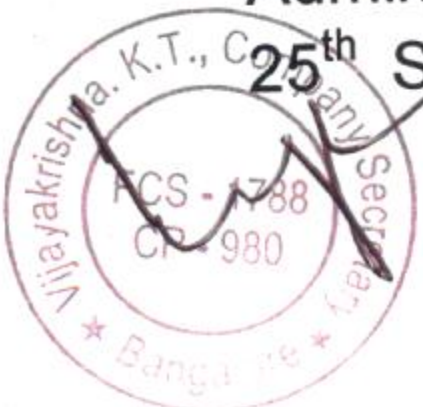
Bangalore

Dear Sir,

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No 1788, CP No 980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Shetron Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Papers at the 37<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017, pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Papers at the Annual General Meeting venue for the Resolutions proposed in the Notice of 37<sup>th</sup> Annual General Meeting of the Members of the Company held on 28<sup>th</sup> September, 2017. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the Resolutions proposed in the Notice convening the 37<sup>th</sup> Annual General Meeting of the Company, based on the Report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 25<sup>th</sup> September, 2017 (9.00 A.M. IST) till 27<sup>th</sup> September, 2017 (5.00 P.M. IST) and





Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e., 21<sup>st</sup> September, 2017 were entitled to vote on the Resolutions proposed in the Notice calling the 37<sup>th</sup> Annual General Meeting.

The Ballot Register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Papers which are invalid.

The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Ballot Papers which were unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 27<sup>th</sup> September, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 28<sup>th</sup> September, 2017 in the presence of Mr. Ravi Bhat and Ms. Muktha. R, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Ballot Papers as received and the report generated from the e-voting website Central Depository Services Limited (CDSL), i.e., [www.evotingindia.com](http://www.evotingindia.com) and based on such reports,

- a. 25 members have cast their votes through remote e-voting.
- b. 37 members have cast their votes through Ballot Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Papers are as under:





### ORDINARY BUSINESS:

**Item No.1: Adoption of Financial Statements for the financial year ended 31<sup>st</sup> March, 2017:**

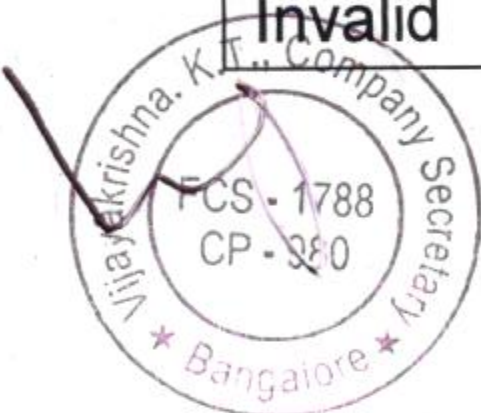
**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	25	5783803	20	1069	45	5784872	99.999
Dissent	Nil	NA	1	1	1	1	0.001
Total	25	5783803	21	1070	46	5784873	100.00
Invalid	Nil	NA	16	1248	16	1248	NA

**Item No. 2: Re-appointment of Mrs. Yashoda Diwakar Shetty (DIN: 00798116), who retires by rotation: \*\***

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	23	5475163	20	1069	43	5476232	99.999
Dissent	Nil	NA	1	1	1	1	0.001
Total	23	5475163	21	1070	44	5476233	100.00
Invalid	2	308640	16	1248	18	309888	NA



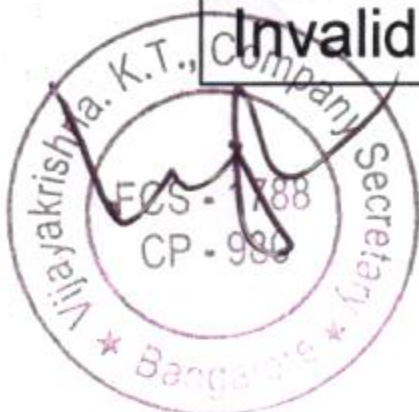


**Item No. 3: Appointment of Statutory Auditors:****Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	25	5783803	20	1069	45	5784872	99.999
Dissent	Nil	NA	1	1	1	1	0.001
Total	25	5783803	21	1070	46	5784873	100.00
Invalid	Nil	NA	16	1248	16	1248	NA

**SPECIAL BUSINESS:****Item No.4: Re-appointment of Mr. Mohan Narayan Menon (DIN: 02838483) as an Independent Director:****Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	24	5783802	20	1069	44	5784871	99.999
Dissent	1	1	1	1	2	2	0.001
Total	25	5783803	21	1070	46	5784873	100.00
Invalid	Nil	NA	16	1248	16	1248	NA





**Item No. 5: Appointment of Dr. Narendra Maripady (DIN: 00536905) as an Independent Director:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	24	5783802	20	1069	44	5784871	99.999
Dissent	1	1	1	1	2	2	0.001
Total	25	5783803	21	1070	46	5784873	100.00
Abstained/ Invalid	Nil	NA	16	1248	16	1248	NA

**Item No.6: Remuneration to Cost Auditors:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	24	5783303	20	1069	44	5784372	99.999
Dissent	1	500	1	1	2	501	0.001
Total	25	5783803	21	1070	46	5784873	100.00
Abstained/ Invalid	Nil	NA	16	1248	16	1248	NA

**\*\* The votes cast by the Director for her own re-appointment were not taken into consideration and have been treated as invalid.**



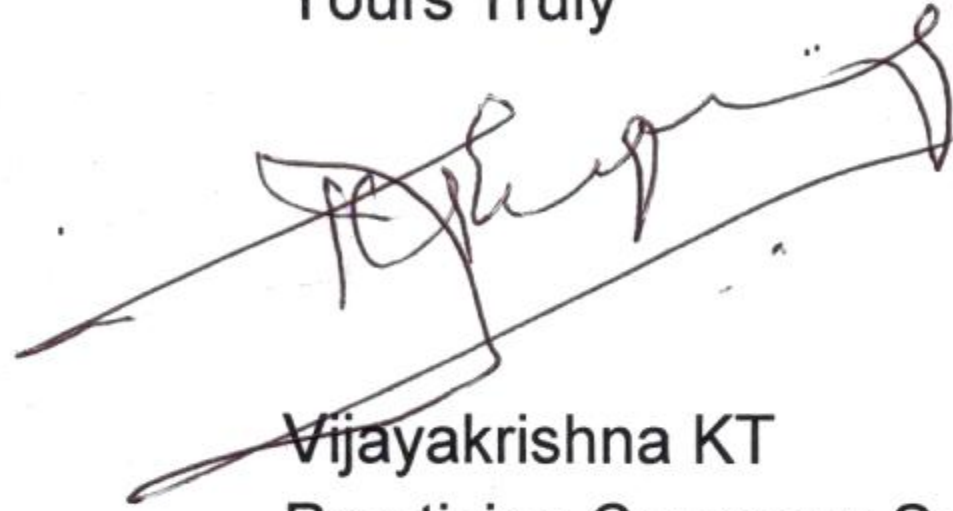


Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been **passed by requisite majority.**

All the relevant records relating to e-voting and Ballot Papers are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely.

Thanking You.

Yours Truly



Vijayakrishna KT

Practising Company Secretary

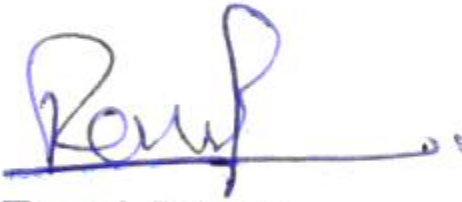
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C. P. No.: 980

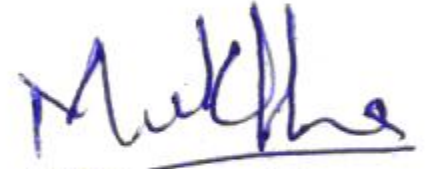
Date: 29.09.2017

Place: Bangalore

Witnesses:



1. Ravi Bhat



2. Muktha R.