

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
**FINE-LINE CIRCUITS LIMITED**  
145, SDF - V, Seepz (SEZ),  
Andheri (East),  
Mumbai- 400096.

The Twenty Fourth Annual General Meeting of the Equity Shareholders of Fine-Line Circuits Limited held on Saturday, August 09, 2014 at 3.30 p.m. at Gr. Floor, Front side of SDF-VI, SEEPZ- SEZ, Andheri (East), Mumbai- 400096.

Dear Sir,

I, Mitesh Dhaliwala of M/s. Parikh Parekh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Twenty Fourth Annual General Meeting of the Shareholders of Fine-Line Circuits Limited, held on Saturday, August 09, 2014 at 3.30 p.m. at Gr. Floor, Front side of SDF-VI, Seepz- SEZ, Andheri (East), Mumbai- 400096 submit my report as under:

1. 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 marks placed by me.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**ORDINARY RESOLUTION NO. 1:**

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



AD



**ORDINARY RESOLUTION NO. 2:**

Appointment of a Director in place of Shri Vijay A. Kumbhani, (DIN No. 00040702), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION 3:**

Appointment of a Director in place of Shri Gautam Doshi, (DIN No. 00328854), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION NO. 4:**

Appointment of M/s. DKP & Associates, Chartered Accountants (Firm Registration No.126305W) as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting and also fixing of remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION NO. 5:**

Appointment of Shri Juzer Vasi (DIN 00040682) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from August 09, 2014 to August 08, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION NO. 6:**

Appointment of Shri R. M. Premkumar (DIN 00328942) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from August 09, 2014 to August 08, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION NO. 7:**

Appointment of Shri Apurva Shah (DIN 00004781) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from August 09, 2014 to August 08, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



910



**ORDINARY RESOLUTION NO. 8:**

Appointment of Shri Rajendra Gandhi (DIN 00189197) as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('Act') and the Rules framed thereunder with effect from August 09, 2014 to August 08, 2019.

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION NO. 9:**

Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow for an amount not exceeding Rs.50 crores (Rupees Fifty crores).

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
27	3990	97.56

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.44

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
4	500



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**ORDINARY RESOLUTION NO. 10:**

Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores).

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
25	3790	97.43

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	100	2.57

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
6	700



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6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Scrutinizer

Name : Mr. Mitesh Dhabliwala



Practising Company Secretary

ACS: 24539 CPNo.:9511

111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp Laxmi Indl Estate,  
Off Link Road, Above Shabari  
Restaurant, Andheri West  
Mumbai - 400053

Place: Mumbai

Dated: August 09, 2014