

To,  
The Chairman  
**FINE-LINE CIRCUITS LIMITED**  
145, SDF - V, Seepz (SEZ),  
Andheri (East),  
Mumbai- 400 096.

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

I, Mitesh Dhabliwala, of M/s Parikh Parekh & Associates., Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Fine-Line Circuits Limited vide resolution dated May 30, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Twenty Fourth Annual General Meeting of the Company to be held on August 09, 2014.

The Notice dated May 30, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on August 09, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of July 04, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the Notice of the 24<sup>th</sup> AGM of Fine-Line Circuits Limited.

The voting period commenced on Saturday, August 02, 2014 at 09.00 a.m. and ended on Monday, August 04, 2014 06:00 p.m. and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## II. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## III. Resolution No. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## IV. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## V. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## VI. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## VII. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL





## VIII. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



## IX. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL



X. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
11	13,20,379	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	NIL

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Mitesh Dhaliwala  
 M/s Parikh Parekh & Associates  
 Practising Company Secretary  
 ACS: 24539 CP: 9511  
 Place: Mumbai  
 Dated: August 06, 2014



*M.Dhaliwala*