



II: Report of Scrutinizer on Poll

FORM No. MGT-13

Report of Scrutinizer(s)

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

The Managing Director
Pazel International Limited
(formerly Rutron International Limited)
223, IInd Floor, Natraj Market
S. V. Road, Malad (W)
Mumbai-400064

Ref.: 34th Annual General Meeting of the Equity Shareholders of Pazel International Limited formerly known as Rutron International Limited held on September 30, 2015

Dear Sir,

I, Abhishek Sewak, Partner of M/s Singhal & Sewak Chartered Accountants, appointed as scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 34th Annual General Meeting of the Shareholders of **Pazel International Limited (formerly Rutron International Limited)** held on September 30, 2015 at 11.00 a.m. at Hotel Land Mark, Link Road, Malad (W), Mumbai - 400064 and submit 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 mark 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:

(1) Adoption of Financial Statements of the Company for the financial year ended March 31, 2015

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 7 | 355 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil | Nil |

(2) **To re-appoint Statutory Auditor M/s Vishves A Shah & Co., and fix their remuneration**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 7 | 355 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| NIL | NIL |

(3) **To regularize the appointment of Mr. Omprakash Dineshchandra Agrawal (holding DIN: 06992044) as a Director**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 7 | 355 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| NIL | NIL |

(4) **To regularize the appointment of Mr. Mukesh Chouhan (holding DIN: 01090113) as a Director**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 7 | 355 | 100% |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| NIL | NIL |

(5) To appoint Mr. Mukesh Chouhan (holding DIN: 01090113) as a Whole Time Director

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 7 | 355 | 100% |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL | NIL | NIL |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| NIL | NIL |

6. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Director of the Company.

7. The poll papers and all other relevant records were sealed and handed over to the Director of the Company keeping in safe record.

**For M/s Singhal & Sewak
Chartered Accountant**

**CA Abhishek Sewak
Partner
Membership No. 410183**



Dated: October 1, 2015
Place: Mumbai



III - Report on consolidated results

Based on result of e-voting and Poll at the 34th Annual General Meeting of the members of the **Pazel International Limited (formerly Rutron International Limited)** held on Wednesday, September 30, 2015 at 11.00 a.m., Consolidated Results of each item of the Agenda as set out in the notice of AGM dated August 8, 2015 is narrated here-in-below;

Item No.1

Adoption of Financial Statements of the Company for the financial year ended March 31, 2015

| Particulars | Number of votes contained in | | | % of valid votes |
|--------------|------------------------------|------------|------------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 46,96,915 | 355 | 46,97,270 | 100% |
| Dissent | Nil | Nil | Nil | |
| Total | 46,96,915 | 355 | 46,97,270 | |

Accordingly, out of the total **46,97,270** valid votes cast via e-voting and poll, **46,97,270** votes were cast **assenting** to the ordinary resolution and **Nil** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 1 of the notice dated August 8, 2015 is passed with **requisite majority**.

Item No.2

To re-appoint Statutory Auditor M/s Vishves A Shah & Co., and fix their remuneration

| Particulars | Number of votes contained in | | | % of valid votes |
|--------------|------------------------------|------------|------------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 46,96,915 | 355 | 46,97,270 | 100% |
| Dissent | Nil | Nil | Nil | |
| Total | 46,96,915 | 355 | 46,97,270 | |

Accordingly, out of the total **46,97,270** valid votes cast via e-voting and poll, **46,97,270** votes were cast **assenting** to the ordinary resolution and **Nil** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 2 of the notice dated August 8, 2015 is passed with **requisite majority**.

Item No. 3

To regularize the appointment of Mr. Omprakash Dineshchandra Agrawal (holding DIN: 06992044) as a Director

| Particulars | Number of votes contained in | | | % of valid votes |
|--------------|------------------------------|------------|------------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 46,96,915 | 355 | 46,97,270 | 100% |
| Dissent | Nil | Nil | Nil | |
| Total | 46,96,915 | 355 | 46,97,270 | |

Accordingly, out of the total **46,97,270** valid votes cast via e-voting and poll, **46,97,270** votes were cast **assenting** to the ordinary resolution and **Nil** votes were cast **dissenting** to the ordinary resolution.

Thus, the Ordinary resolution as contained in item no. 3 of the notice dated August 8, 2015 is passed with **requisite majority**.

Item No. 4

To regularize the appointment of Mr. Mukesh Chouhan (holding DIN: 01090113) as a Director

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|------------|------------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 46,96,915 | 355 | 46,97,270 | 100% |
| Dissent | Nil | Nil | Nil | |
| Total | 46,96,915 | 355 | 46,97,270 | |

Accordingly, out of the total **46,97,270** valid votes cast via e-voting and poll, **46,97,270** votes were cast **assenting** to the ordinary resolution and **Nil** votes were cast **dissenting** to the ordinary resolution.

Thus, the Ordinary resolution as contained in item no. 4 of the notice dated August 8, 2015 is passed with **requisite majority**.

Item No. 5

To appoint Mr. Mukesh Chouhan (holding DIN: 01090113) as a Whole Time Director

| Particulars | Number of votes contained in | | | % of valid votes |
|-------------|------------------------------|------------|------------------|------------------|
| | e-votes | Poll | Total | |
| Assent | 46,96,915 | 355 | 46,97,270 | 100% |
| Dissent | Nil | Nil | Nil | |
| Total | 46,96,915 | 355 | 46,97,270 | |

Accordingly, out of the total **46,97,270** valid votes cast via e-voting and poll, **46,97,270** votes were cast **assenting** to the ordinary resolution and **Nil** votes were cast **dissenting** to the ordinary resolution.

Thus, the special resolution as contained in item no. 5 of the notice dated August 8, 2015 is passed with **requisite majority**.

**For M/s Singhal & Sewak
Chartered Accountant**

**CA Abhishek Sewak
Partner
Membership No. 410183**



Dated: October 1, 2015
Place: Mumbai