
Scrutinizer's Report

To,
The Chairman
Circuit Systems (India) Limited
A-1001-1002, 10th Floor,
Taitanium Square,
Thaltej Cross Road,
Thaltej,
Ahmedabad - 380054.
Gujarat

Kind Attn : Ms. Amrita Chandwani, Company Secretary

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR SPECIAL RESOLUTION TO APPROVE THE
VOLONTARY OF DELISTING OF CIRCUIT SYSTEMS(INDIA)LIMITED (THE COMPANY)**

Dear Sir,

I have been appointed as a scrutinizer vide letter dated 19 October 2015 for conducting the postal ballot process for considering the following resolution, hereby report to you the result of the postal ballot.

1. SPECIAL RESOLUTION

Voluntary Delisting of the Equity Shares of company from BSE Limited

"RESOLVED THAT pursuant to (i) the requisition letter dated September 29, 2015 received from Mr. Paresh N. Vasani, the promoter of the Company holding 98,93,180 equity shares of Rs. 10 each ('**Equity Shares**') aggregating 71.33% of the total equity paid-up share capital of the Company, conveying his intention to voluntarily delist the Equity Shares of the Company from the BSE Limited ('**BSE**') in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ('**Delisting Regulations**'), (ii) the approval of the Board of Directors of the Company on October 19, 2015, to the voluntary delisting of the Equity Shares from the BSE, and (iii) subject to the applicable provisions of the Companies Act, 2013, the Delisting Regulations and other such applicable provisions of law, Listing Agreement entered with the BSE, receipt of the necessary approvals from the BSE and such other approvals as maybe required under applicable law and subject to the terms of such approvals, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the BSE ('**Proposed Delisting**').



RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any person or committee duly authorized by the Board of Directors in this behalf) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings to facilitate the Proposed Delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the BSE for seeking the in-principle and final approval for the Proposed Delisting, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit.”

1. In connection with the above referred matter I submit my report as under :
- 1.1 The Company has completed the dispatch of Notice of Postal Ballot forms along with self attested stamped envelopes through courier/ registered post or through electronic mode i.e emails on 27th October 2015 to the members, whose names appeared on the register of members/ List of beneficiaries as on 23rd October 2015.
- 1.2 Particulars of all the Postal ballots forms received from the shareholders and the votes cast by the electronic mode have been entered separately maintained for the purpose in electronic mode. The votes cast were unblocked in the presence of two witnesses Chaula P Shah and Shantilal Meena, both not in the employment of the Company, on Thursday, November 26, 2015 at 6.00 p.m.
- 1.3 The sealed postal ballot forms received from the shareholders were kept under the safe custody of the scrutinizer.
- 1.4 All postal ballots forms, received up to the close of working hours (17.00 Hours) 26th November, 2015 being the last date and time fixed by the company for the receipt of the forms were considered for my scrutiny.
- 1.5 Envelopes containing postal ballot forms received after 17.00 Hours on 26th November 2015 were not considered for my scrutiny.
- 1.6 The postal ballot envelopes were opened from time to time and the last lot was opened on 26th November 2015 after 17.00 Hours in my presence.
- 1.7 Particulars of all the postal ballots forms received from the shareholders have been entered in the Electronic Register separately maintained for the purpose.
- 1.8 I have maintained a register electronically to record the assent or dissent, received through physical postal ballot forms, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares.



1.9 The data sheet relating to e-voting and other related papers/registers, records and all other relevant records were sealed and handed over to Ms. Amrita Balram Chandwani, Company Secretary of the Company, authorized by the Board for safe keeping.

1.10 I have found Four Postal Ballot Form as defaced.

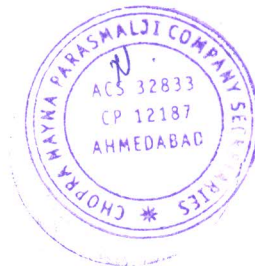
2. In accordance with the basis of acceptance (as per Annexure – I) and basis of rejection (as per annexure – II), and on paper scrutiny of all the ballots papers, I report the result of the Postal Ballots as under :

2.1. Details of Postal Ballot Forms Received:

Particulars	No. of postal ballot forms	No. of equity shares of Nominal Value of Rs.10/-each (Votes)
Total postal ballot forms received	46	12457153
Less: Invalid Postal ballot Forms (as per register)	4	1317
Net valid Postal ballot forms (as per register)	42	12455836
Postal ballot forms with assent for the Resolution	38	12454418
Postal ballot forms with dissent for the Resolution.	4	1418

2.2. Details of Voting by Electronic Mode Received:

Particulars	No. of postal ballot forms	No. of equity shares of Nominal Value of Rs.10/-each (Votes)
Total Votes casted	8	65038
Assent	8	65038
Dissent	NIL	NIL



2.3. Details of Voting:

Particulars	No. of ballot forms	No. of equity shares of Nominal Value of Rs.10/-each (Votes)	% of Votes
Total valid Postal Ballots and eVotes Received	50	12520874	100.00
Assent	46	12519456	99.95
Dissent	4	1418	0.05

Based on the foregoing, the Resolution for conducting the Postal Ballot process for seeking members assent/or dissent for the voluntary delisting of the equity shares of the Company from BSE Limited pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2009, as amended by way of delisting offer conducted by the Company may be considered as carried by the requisite majority under Companies Act, 2013.

2.4 Details of voting in terms of securities and Exchange board of (SEBI) circular CIR/CFD/DIL/5/2013 dated February 4 2013 and circular CIR/CFD/8/2013 Dated May 21 2013:

Particulars	No. of postal ballot forms	No. of equity shares of Nominal Value of Rs.10/-each (Votes)	% of Votes
Total valid Postal Ballots and e-Votes Received	50	12520874	100.00
Less : Promotes Shareholding	1	9893180	79.01
Public Shareholding through Postal Ballot and E-voting	49	2627694	20.99
Assented to Resolution out of Public Shareholding	45	2626276	99.95
Dissented to Resolution out of Public Shareholding	4	1418	0.05

Based on the foregoing the number of votes cast by Postal Ballot by Public Shareholder in favour of the Special Resolution being greater than two times of the number of votes cast by the Public shareholders against the Special Resolution the requirement of the provision to Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2009 is satisfied.



I confirm that the complete postal ballot voting process has been conducted in a fair and transparent manner.

3. You May accordingly declare the result of the voting by Postal Ballot.

For, Chopra Nayna Parasmalji

Company secretaries



(Nayna Chopra)


Proprietor

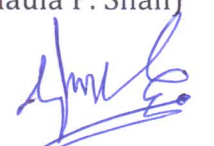
CP No. 12187

Place : Ahmedabad

Date : 27 November 2015



Witness: 1. 
(Chaula P. Shah)

2. 
(Shantilal Meena)

Annexure-I

Basis of Acceptance

A. PHYSICAL BALLOT FORM :

1. A postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the website of CDSL as specified in the Postal Ballot Notice.
2. The assent or dissent has been given by any other mark, the Postal ballot Form has been considered.
3. Joint shareholder(s) has/have signed the Postal ballot form instead of first named shareholders, the vote cast by the joint named shareholders has/have been considered.
4. Shareholders has assented or dissented without mentioning the number of shares, the entire shareholding has been considered as cancelled.
5. Shareholder has voted for less number of shares than his actual shareholding, the number of shares(votes) indicated/cast has been considered.
6. Shareholder has voted for more than his/her actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE :

7. Shareholder has voted only through e-voting i.e electronic mode.

**For, Chopra Nayna Parasmalji
Company secretaries**

Nayna

(Nayna Chopra)

Proprietor

CP No. 12187

Place : Ahmedabad

Date : 27 November 2015



Annexure II

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either assent or dissent.
2. Ballot Paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs materially with that of the signature in the Postal Ballot Forms.
4. The specimen signature of the shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry (www.evotingindia.co.in) of the Registrar and Share Transfer Agent i.e. Cameo Corporate Services Limited and consequently there is no way to verify the signature.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has sent a photocopy of Postal Ballot Form.
7. Shareholder has signed the Postal Ballot Form in Pencil.
8. Shareholder has signed in the column for the purpose of Assent/Dissent.
9. Shareholder has sent scan copy of Postal Ballot Form via E-Mail.
10. Shareholder has sent Original as well as Duplicate Postal Ballot Form, and then Original Ballot Form has/have been considered.
11. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the Member or the number of votes.

VOTING THROUGH ELECTRONIC MODE:

12. Shareholder has voted by Physical Ballot Form and e-Voting has been treated as 'Invalid'.

For, Chopra Nayna Parasmalji
Company secretaries



(Nayna Chopra)

Proprietor

CP No. 12187

Place : Ahmedabad

Date : 27 November 2015



Annexure-III

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES

Sr. No.	Category	No. of Forms/Electronic Votes	Total No. of invalid votes (Equity Shares of Rs. 10/ each)
A. PHYSICAL BALLOT FORM			
1.	No votes polled	0	0
2.	Not signed	4	1317
3.	Authority letter/Board Resolution not attached	0	0
4.	Power of Attorney not enclosed	0	0
5.	Signature not available	0	0
6.	Signature not tallied	0	0
7.	Votes Polled for both Against and For	0	0
8.	Photocopy of the Postal ballot Form sent	0	0
9.	Forms found in Mutilated form	0	0
B. VOTING THROUGH ELECTRONIC MODE			
10.	Voted through e-Voting and Physical Booth	0	0
11.	Authority letter/ Board Resolution not sent	0	0
	TOTAL(A+B)	4	1317

For, Chopra Nayna Parasmalji
Company secretaries

Nayna

(Nayna Chopra)

Proprietor

CP No. 12187

Place : Ahmedabad

Date : 27 November 2015

