



G P Srinath & Associates
Company Secretaries

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SCRUTINIZER'S REPORT

(POSTAL BALLOT)

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
INDOTECH TRANSFORMERS LIMITED
Survey No. 151 - 243
NH4, KM 64, Illuppapattu Village
Kancheepuram District 631561
Tamilnadu, India

I, G.P.Srinath of M/s G.P.Srinath & Associates, Practising Company Secretaries, having office at J-12, Casa Grande "The Riviera", 150/120, Velachery-Tambaram Road, Medavakkam, Chennai 600100, Tamilnadu, India, have been appointed as Scrutinizer by the Board of Directors of INDOTECH TRANSFORMERS LIMITED (the "Company") for the purpose of scrutinizing the e-voting process and Postal Ballot process on below mentioned resolution(s) in a fair and transparent manner pursuant to the provisions of the Companies Act, 2013 (the "Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (as amended). I submit my report as under:

Item-1- Shifting of the Registered Office of the Company - Special Resolution

1. The management of the Company is responsible to ensure the compliance with the requirement of the Act and the Rules relating to e-voting and voting through Postal Ballot for the resolution(s) contained in the Postal Ballot Notice issued by the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "**in favour**" or "**against**" the resolution stated above, based on the report generated from the e-voting system provided by the Central Depository Services Limited (the "CDSL"), authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and based on the Postal Ballot forms received from the shareholders of the Company.





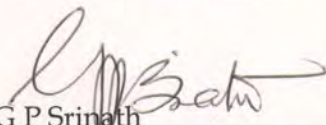
G P Srinath & Associates
Company Secretaries

2. The e-voting period remained open from Tuesday, 01 March 2016 (9.00 AM) to Wednesday, 30 March 2016 (5.00 PM).
3. The shareholders holding shares as on the "cut-off" date i.e. 19 February 2016 were entitled to vote through e-voting and through the postal ballot on the resolution(s) as set out in the Notice of Postal Ballot issued by the Company.
4. The votes for e-voting process were unblocked on 30 March 2016 at 8.32 PM in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter alia list of equity shareholders, who voted "for" and "against" were downloaded from the e-voting website of CDSL.
5. Further, up to 30 March 2016, the last date for the receipt of the Postal Ballot, 66 (Sixty Six) shareholders voted through the Postal Ballot forms were recorded.
6. We submit the results of e-voting and voting through postal ballot as under:

Mode	Ballots Received	Favour			Against			Invalid		
		Ballots	Votes	%	Ballots	Votes	%	Ballots	Vote	%
Postal Ballot	66	58	7902310	99.96	2	210	0.003	6	2762	0.035
E-Voting	9	8	2602	98.49	1	40	1.51	-	-	-
Total	75	66	7904912	99.96	3	250	0.003	6	2762	0.035

The electronic data and all other relevant records relating to e-voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Proceedings of Postal Ballot.

Thanking You
Yours faithfully
For G.P.Srinath & Associates


G P Srinath
Practicing Company Secretary
Membership No: FCS-4246
CP No. 14687



Place: Chennai
Date: April 2, 2016