

P V R N & ASSOCIATES

Chartered Accountant

Report of Scrutinizer

(Pursuant to section 110 of the Companies Act 2013 and Rules 20 and 22 of the Companies (management and Administration) Rules 2014)

The Chairperson

ExaSense Labs Limited,

Postal Balloting by the Equity shareholders of M/s ExaSense Labs Limited held during the period 2nd January 2018 to 31st January 2018.

Dear Madam,

1. I, **Vinay Kumar S R** Practicing Chartered Accountant in the capacity of partner in **M/s PVRN and Associates** at #61/1 Sri Sai Krupa Sri Rama Mandir Road Basavanagudi Bangalore, appointed as scrutinizer by the Board of Directors of **M/s ExaSense Labs Limited** for the purpose of scrutinizing the postal Ballot in Process (voting by use of Postal Ballot pursuant section 110 of the Companies Act 2013, R/w Rule 21 and 22 of the Companies (Management and Administration) Rules 2014. Amendment Rules 2015 in respect of below mentioned resolutions proposed to be passed by the Equity Shareholders of the Company held during the polling period 2nd January 2018 to 31st January 2018, we submit our report as under.

2. The Compliances with the provisions of the Companies Act 2013 and Rules made thereunder relating to voting by using of Ballots by the shareholders on the resolution proposed in the notice of postal Ballot dated 23/12/2017, is the responsibility of Management. My responsibility as a scrutinizer is to ensure that the voting process through use of postal Ballot by the Shareholders of the Company are conducted in a fair and transparent Manner and to render consolidated Scrutinizers report of the total Votes in favour or against to the Chairman on the resolution based on the reports generated from the Postal Ballot received by me and given by the Company.

3. I have rendered Scrutinizer's report on the postal Ballot received by using Ballot at the Meeting and I hereby submit consolidated scrutinizer's report pursuant to the provisions of the Companies Act read with rules thereon. The Poll Papers were as per the records maintained by the Company and authorization lodged with the Company.

The Poll Papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.





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4. The result of the consolidated report on Postal Balloting / Voting is as under:

a. Resolution 01 Special

**Approval under sec 180(1) (a) r/w sec 188 of the Companies Act 2013
for sale of undertaking held by the Company:**

Number of Votes casted	% of Valid votes casted	Votes Casted in Favour	Votes Casted against
31,760	100%	29,760(94%)	2000(6%)
Total of Members Whose Voter Where declared Invalid		Total number of Votes casted by them	
0		0	

b. Resolution 02 Special

**Approval under sec 180(1)(a) r/w sec 188 of the Companies Act 2013
for Leasing of Land:**

Number of Votes casted	% of Valid votes casted	Votes Casted in Favour	Votes Casted against
31,760	100%	29,760(94%)	2000(6%)
Total of Members Whose Voter Where declared Invalid		Total number of Votes casted by them	
0		0	

c. Resolution 03 Special

**Approval under sec 4 read with 13 of the Companies Act 2013 for
Amendment of Memorandum of Association:**

Number of Votes casted	% of Valid votes casted	Votes Casted in Favour	Votes Casted against
41,01,507	100%	40,99,507(99.95%)	2000(0.05%)
Total of Members Whose Voter Where declared Invalid		Total number of Votes casted by them	
0		0	





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d. Resolution 04 Special

Approval under sec 68 of the Companies Act 2013 for Approval of
Buyback of Shares:

Number of Votes casted	% of Valid votes casted	Votes Casted in Favour	Votes Casted against
41,01,507	100%	40,99,507 (99.95%)	2000 (0.05%)
Total of Members Whose Voter Where declared Invalid		Total number of Votes casted by them	
0		0	

5. The List of Equity shareholders who voted for, against and those whose votes were declared invalid for the Resolution is enclosed

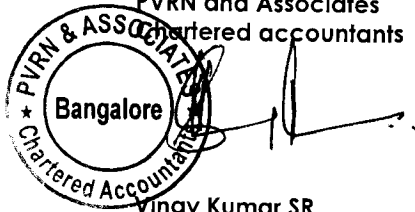
6. The Poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safekeeping

Thanking you,

For,

PVRN and Associates

Chartered accountants



Vinay Kumar SR

M.no:226552

Partner

Place: Bangalore

Date: 01/02/2018