



SCANDENT IMAGING LIMITED

[Formerly known as, COUNT N DENIER (INDIA) LIMITED]

CIN NO: L93000MH1994PLC080842

Regd Address: Ground Floor, Shop No.12, Tardeo AC Market Building,
Tardeo Road, Mumbai - 400034. • Tel.: 022 23516221

Email : csscandent@gmail.com; scandentimaging@gmail.com Web: www.scandent.in

Date: 01st October, 2016

BSE Limited

Department of Corporate Services

P.J Towers, Dalal Street

Fort, Mumbai- 400 001

Ref: BSE code: 516110

Sub: Outcome of Annual General Meeting held on 30th September, 2016 at 11.30 a.m at IMC Building, Indian Merchant Marg, Churchgate, Mumbai - 400020 along with scrutinizers report.

Respected Sir,

Sr. No	Description	Particulars
1	Date of the AGM	30 th September, 2016
2	Book Closure Date	24 th September, 2016 to 30 th September, 2016 (both the days inclusive)
3	Total no. of shareholders as on the record date	3555

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 16

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:- Nil

Public:- Nil

Agenda Wise

The mode of voting for all resolutions was:

1. Evoting conducted between 27th September, 2016 to 29th September, 2016 and
2. Poll conducted at the meeting

Given below is the resolution wise combined result of evoting and Poll



ORDINARY BUSINESS

Resolution 1: To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016 together with Report of the Board of Directors and Auditors thereon. (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16447400	16447400	100	16447400	-	100
Public- Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48900	-	-	-	-	-
Public- Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



Resolution 2: To appoint a director in place Dr. Sowmya Deshpandey (DIN 00705918), who retires by rotation and, being eligible offers herself for re-appointment. (Ordinary Resolution)

In case of Poll/Postal-ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		16447400	16447400	100	16447400	-	100
Public-Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		48900	-	-	-	-	-
Public- Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



Resolution 3: Ratification of appointment of M/s. M. B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W), Statutory Auditors of the Company (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16447400	16447400	100	16447400	-	100
Public- Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48900	-	-	-	-	-
Public- Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



SPECIAL BUSINESS

Resolution 4: Revision in Terms of Remuneration of Dr.Sowmya Gautam Deshpande, Whole Time Director of the Company (Ordinary Resolution)

In case of Poll/Postal-ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16447400	16447400	100	16447400	-	100	-
Public-Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	48900	-	-	-	-	-	-
Public- Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	15603700	12713900	81.48	12713900	-	100	-
Total		32100000	29161300	90.85	29161300	-	100	-



Resolution 5: Re-Appointment of Dr. Gautam Deshpande As Managing Director of the Company. (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16447400	16447400	100	16447400	-	100
Public-Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48900	-	-	-	-	-
Public-Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



Resolution 6: Revision in Terms of Remuneration of Dr. Gautam Deshpande, A Managing Director of the Company. (Ordinary Resolution)

In case of Poll/Postal-ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16447400	16447400	100	16447400	-	100
Public- Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48900	-	-	-	-	-
Public- Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



Resolution 7: Appointment of Dr. Burzin Khan as an Independent Director. (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16447400	16447400	100	16447400	-	100
Public- Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48900	-	-	-	-	-
Public- Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



Resolution 8: Appointment of Dr. Pratibha Bhushan Walinjkar (DIN: 07469900) as an Independent Director. (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16447400	16447400	100	16447400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16447400	16447400	100	16447400	-	100
Public-Institutions	E-Voting	48900	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48900	-	-	-	-	-
Public-Non Institutions	E-Voting	15603700	11803900	75.65	11803900	-	100	-
	Poll		910000	5.83	910000	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15603700	12713900	81.48	12713900	-	100
Total		32100000	29161300	90.85	29161300	-	100	-



Mr.Mukesh Siroya has provided the Scrutinizer report (attached herewith) as on 1st October 2016 to the Whole time Director ,As per the consolidated results of e-voting and poll on Item No. 1 to 8 of the notice of AGM all the resolutions are passed by requisite majority.

Kindly take the same on record.
Please acknowledge receipt.

Thanking You.

Yours Truly,
For Scandent Imaging Limited

Sowmya

Sowmya Gautam Deshpande
(Whole-time director)
DIN:00705918



Encl.: Scrutinizers report

**M Siroya and Company
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Scrutinizer's Report- Combined

To,

The Chairman of 22nd Annual General Meeting of the Members of
Scandent Imaging Limited (the Company),
held on Friday 30th September, 2016 at 11.30 a.m. at
307, IMC Building, IMC Marg, Churchgate,
Mumbai - 400020

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by
 - i) The Board of Directors of Scandent Imaging Limited ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the Members of the Company, held on Friday 30th September, 2016 at 11:30 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai - 400020.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Service (India) Limited ("CDSL") the authorized Agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through physical means) at AGM.



M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukuni), Near Eka Bhoorni Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cell: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

3. I have issued separate Scrutinizer's Report dated October 1, 2016 on the e-voting on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of poll as under :

SI No	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL		RESULT		
			FOR	AGAINST	FOR	AGAINST	FOR	%		AGAINST	%
1	Adoption of Audited Financial Statements together with Report of the Board of Directors and Auditors for the year ended 31st March, 2016.	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority
2	Appointment of Dr. Sowmya Gautam Deshpande (DIN 00705918) who retires by rotation and, being eligible offers herself for re-appointment as Director of the Company.	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority
3.	Ratification of Appointment of M/s. M. B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W), as Auditor and to fix their remuneration	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority
4.	Revision in terms of Remuneration of Dr. Sowmya Gautam Deshpande (DIN 00705918) a Whole time Director of the Company	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority



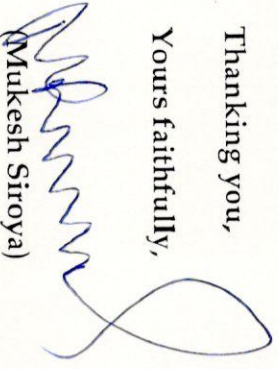
M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukurni), Near Eka Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cell: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

5.	Re-Appointment of Dr. Gautam Deshpande(DIN 00705918) as Managing Director of Company:	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority
6.	Revision in terms of Remuneration of Dr. Gautam Mohan Deshpande (DIN 00705918) Managing Director of the Company	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority
7.	Appointment of Dr. Burzin Khan(DIN: 07590268) as an Independent Director	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority
8.	Appointment of Dr. Pratibha Bhushan Walinjkar (Din: 07469900) as an Independent Director	Ordinary	910000	Nil	28251300	Nil	29161300	100	Nil	NA	Passed with Requisite Majority

Thanking you,

Yours faithfully,



(Mukesh Siroya)

Practicing Company Secretary

FCS 5682, CP No. 4157



Place: Mumbai

Date: October 1, 2016

M Siroya and Company
Company Secretaries

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E-mail: siroyam@gmail.com; www.msiroya.com

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]

To,
The Chairman
Scandent Imaging Limited

22nd Annual /Extraordinary General Meeting of the Equity Shareholders of M/s
Scandent Imaging Limited held on Friday, September 30, 2016 at IMC Building, IMC
Marg, Churchgate, Mumbai-400020 at 11.30 am.

Dear Sir,

I/We, Mukesh Siroya, Practicing Company
Secretary,*and _____, appointed as Scrutinizer(s) for the
purpose of the poll taken on the below mentioned resolution(s), at the 22nd Annual
General Meeting of the Equity Shareholders of Scandent Imaging Limited, held on
Friday, September 30, 2016 at 11.30 a.m. at IMC Building, IMC Marg, Churchgate,
Mumbai - 400020, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot boxes kept for polling was locked in my/~~our~~ presence with due identification marks placed by me/~~us~~.
2. The locked ballot boxes was subsequently opened in my/our 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.

OR

I/We did not find any poll papers invalid.

4. The result of the Poll is as under:



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Company Secretaries

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E-mail: siroyam@gmail.com; www.msiroya.com

- (1) **Resolution** -To receive, consider and adopt the Financial Statements of the Company for the Financial year ended 31st March, 2016 together with Report of the Board of Directors and Auditors thereon.

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000

- (2) **Resolution** - To Appoint Dr. Sowmya Gautam Deshpande (DIN 00705918), who retires by rotation and being eligible, offers herself for Re-Appointment as Director of the Company

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000



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E-mail: siroyam@gmail.com; www.msiroya.com

- (3) **Resolution - To Ratify Appointment of M/s. M. B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W), as Statutory Auditors of the Company and fixing their remuneration:**

- (i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

- (iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000

- (4) **Resolution - Revision in Terms of Remuneration of Dr. Sowmya Gautam Deshpande (DIN 00705918) a Whole time Director of the Company**

- (i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

- (iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000



M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E),
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E-mail: siroyam@gmail.com; www.msiroya.com

(5) **Resolution-To Re-Appoint Dr. Gautam Deshpande as Managing Director of Company:**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000

(6) **Resolution- Revision in Terms of Remuneration of Dr. Gautam Mohan Deshpande (DIN 00705918) Whole time Director of the Company:**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000



M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E),
Mumbai - 400 066 Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151;
E-mail: siroyam@gmail.com; www.msiroya.com

(7) **Resolution-** Appointment of Dr. Burzin Khan as an Independent Director:

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000

(8) **Resolution-**Appointment of Dr. Pratibha Bhushan Walinjar (DIN 07469900) as an Independent Director:

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	910000	100

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

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

(iii) **Invalid votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	100000

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



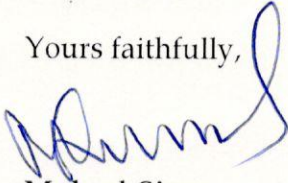
M Siroya and Company
Company Secretaries

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6. The poll papers and all other relevant records were sealed and handed over to the
Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Mukesh Siroya
M Siroya and Company
Company Secretaries
FCS-5682; CP-4157



Place: Mumbai

Date: October 1, 2016

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400066
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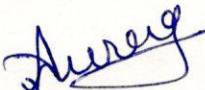
Scrutinizer's Report


[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of 22nd Annual General Meeting of the Members of
Scandent Imaging Limited (the Company)
held on Friday 30th September, 2016 at 11.30 a.m.
at IMC Building, IMC Marg,
Churchgate, Mumbai - 400 020.

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed by the Board of Directors of Scandent Imaging Limited as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolutions contained in the Notice to the 22nd Annual General Meeting ("AGM") of the members of the Company held on Friday 30th September, 2016 at IMC Building, IMC Marg, Churchgate, Mumbai- 400 020.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 22nd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Service (India) Ltd (CDSL) the authorized Agency to provide e-voting facilities engaged by the Company.
3. Further to the above, I submit my report as under :-
 - i) The e-voting period remained open from Tuesday, 27th September, 2016 (09:00 A.M.) to Thursday 29th September, 2016 (05:00 P.M.).
 - ii) The members of the Company as on the "cut-off" date i.e. 24th September, 2016 were entitled to vote on the resolution (item No. 1 to 8 as set out in the notice of the 22nd AGM of the Company).
 - iii) The Votes cast were unblocked on 30th September, 2016 in the presence of 2 witness, Mr. Anurag Lakhotia and Mr. Arpit Goyal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Anurag Lakhotia)


(Arpit Goyal)



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- iv) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of the Company of CDSL i.e. <https://www.evotingindia.co.in> and based on such reports generated, the result of the e-voting is as under :

Item No 1 :-

Ordinary Resolution to consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016, together with Report of the Board of Directors and Auditors thereon.

i) **Vote in favor of the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) **Voted Against the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
	Nil

Item No 2 :-

Ordinary Resolution to appoint Dr. Sowmya Gautam Deshpande (DIN 00705918) who retires by rotation at this Annual General Meeting and being eligible has offered herself for Re-appointment.

i) **Vote in favor of the resolution**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) **Voted Against the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
	Nil



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Item No 3 : -

Ordinary Resolution to Ratify appointment of M/s. M. B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W), as Statutory Auditors of the Company and fixing their remuneration:

i) **Vote in favor of the resolution**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) **Voted Against the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Item No 4 : -

Ordinary Resolution to Revise the terms of Remuneration of Dr. Sowmya Gautam Deshpande (DIN 00705918) a Whole time Director of the Company:

i) **Vote in favor of the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) **Voted Against the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



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Item No 5: -

Ordinary Resolution to Re-Appoint Dr. Gautam Deshpande as Managing Director of Company:

i) Voted in favor of the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) Voted Against the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Item No 6: -

Ordinary Resolution to revise the terms of Remuneration of Dr. Gautam Mohan Deshpande (DIN 00705918) Managing Director of the Company:

i) Vote in favor of the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) Voted Against the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	



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Item No 7: -

Ordinary Resolution to Appoint Dr. Burzin Khan as an Independent Director:

i) **Vote in favor of the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) **Voted Against the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
	Nil

Item No 8: -

Ordinary Resolution to Appoint Dr. Pratibha Bhushan Walinjkar (DIN: 07469900) as an Independent Director:

i) **Vote in favor of the resolution:**

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
7	28251300	100

ii) **Voted Against the resolution:**

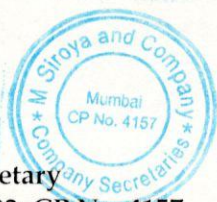
Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
Nil	Nil	Nil

iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
	Nil

Thanking you,
Yours faithfully,

(Mukesh Siroya)
Practicing Company Secretary
Membership No: FCS 5682, CP No: 4157



Place: Mumbai
Date: October 1, 2016