

PROCAL ELECTRONICS INDIA LIMITED

201, Shyam Baba House CHS, Upper Govind Nagar, Malad East
Mumbai 400097

CIN NO: L32109MH1992PLC066276, Email: mahen.pratham@gmail.com, Contact No: +919820035565

Date: 03rd October, 2023

To,
The BSE Limited
Department of Corporate Services,
Floor 25, P J Tower, Dalal Street,
Mumbai- 400001.

Script Code: 526009

Subject: Declaration of Voting Result under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of 31st Annual General Meeting of the Company held on 30th September, 2023.

Dear Sir/Madam,

With reference to above, we would like to state that the 31st Annual General meeting of the Company held on Saturday 30th September, 2023 through Video Conferencing ("VC")/Other audio-visual Means ("OAVM").

Please find enclosed herewith:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer Report on E-Voting as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014;

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.
Yours Faithfully,

For Procal Electronics India Limited




Mahendra Kumar Bothra
Director
DIN: 01103297

ENCL: As Above.

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1255877	749500	59.6794	749500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		749500	59.6794	749500	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2244123	30671	1.3667	30671	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30671	1.3667	30671	0	100.0000	0.0000
Total		3500000	780171	22.2906	780171	0	100.0000	0.0000
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Re-appointment of Mr. Mahendrakumar Bothra as Managing Director of the company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1255877	749500	59.6794	749500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		749500	59.6794	749500	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2244123	30671	1.3667	25498	5173	83.1339	16.8661
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30671	1.3667	25498	5173	83.1339	16.8661
Total		3500000	780171	22.2906	774998	5173	99.3369	0.6631
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

For Procal Electronics Limited.



Mahendra Kumar Bothra
Director
DIN: 01103297



NITESH CHAUDHARY & ASSOCIATES PRACTICING COMPANY SECRETARY

REPORT OF SCRUTINIZER

To,
The Chairman,
M/s Procal Electronics India Limited
201, Shyam Baba House Chs Ltd. Upper
Govind Nagar, Malad - East Mumbai-400097

Scrutinizer's Report on remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting through electronic voting system at the 31st Annual General Meeting of the Members of M/s Procal Electronics India Limited held on Saturday, 30th September, 2023 at 12:00 PM through Video Conferencing ("VC") / Other Audio-visual Means ("OAVM").

Dear Sir,

We, Nitesh Chaudhary & Associates, Practicing Company Secretary, have been appointed by the Board of Directors of M/s Procal Electronics India Limited ("the Company") as Scrutinizer for the purpose of scrutinizing e-voting facility both for E-voting prior to the AGM (remote E-voting) and E-voting at the AGM by electronics means (E-voting at AGM) attended the AGM to perform the duties of scrutinizer, and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of 31st AGM (hereinafter referred to as "the resolutions") dated 14th August, 2023 of the 31st Annual General Meeting as per the provisions of Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Agreements with the Stock Exchanges, relating to poll including voting by electronic means. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of votes cast by the members for the resolutions contained in the notice based on report generated from the electronic platform provided by Central Depository Services (India) Limited, (CDSL) the authorized agency to provide e-voting facilities, engaged by the Company.

We submit my report as under:

1. The notice of 31st AGM has been sent electronically to those members who have registered their email addresses with the Company or their Depository Participant in compliance with the aforesaid MCA Circulars and SEBI Circular.
2. General circular No. 14/2020, 17/2020 and 20/2020 dated 08th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMDI/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations,,"), the 31st AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
3. The E-voting period remained open from 27th September, 2023 (9:00 AM) to 29th September 2023 (5:00 PM) and the shareholders holding shares as on the "cut-off" date i.e. 23rd September, 2023 were entitled to vote on the proposed resolutions item no. 1 to 2 as set out in the Notice of the 31st AGM of the Company.
4. The Company had appointed Satellite Corporate Services Pvt. Ltd. for providing facilities to the shareholders for participation in the AGM through VC/OAVM and conducting the electronic voting by the shareholders at the AGM. After the time fixed for the closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

Office Address: 204, Chetak Chamber, 13-14 RNT Marg, Near Dawa Bazar, Indore - 452001
Email: csniteshchaudhary@gmail.com; Website: www.csniteshchaudhary.com
Mob. No. +91 86554 56923; +91 76669 91644





NITESH CHAUDHARY & ASSOCIATES PRACTICING COMPANY SECRETARY

5. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act was not being available for the 31st AGM.
6. Participation of Members through VC/OAVM has been reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
7. Total 23 members were present through VC/OAVM in the Annual General Meeting of the Company, out of 23 members present in the AGM, 14 members voted by remote e-voting system and 3 members voted at the time of AGM and 6 members, who were present in the AGM but not voted through any means of E- voting (remote e-voting and AGM e-voting).
8. The e-voting results with details of equity shareholders who have voted "For" and "Against" on the Resolutions stated in the Notice of 31st AGM and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Ltd.
9. The members who had voted through remote e-voting were instructed not to vote at the e-voting facility at the time of meeting and the members who had casted votes e-voting as well as through e-voting facility at the time of meeting, the voting done by remote E-voting were considered.
10. The combined result of the e-voting and e-voting at the time of AGM is as under:

Resolution No. : 1
Nature of Resolution : Ordinary Resolution
Subject Matter : To receive, consider and adopt the audited Balance Sheet as at 31st March, 2023 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Reports thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	14	778471	99.78%
E-Voting at AGM	3	1700	0.22%
Total	17	780171	100%

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0





NITESH CHAUDHARY & ASSOCIATES
PRACTISING COMPANY SECRETARY

Resolution No. : 2
Nature of Resolution : Special Resolution
Subject Matter : To Re-appointment of Mr. Mahendrakumar Bothra as Managing Director of the company:

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	12	773298	99.12%
E-Voting at AGM	3	1700	0.22%
Total	15	774998	99.34%

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	5173	0.66%
E-Voting at AGM	0	0	0
Total	2	5173	0.66%

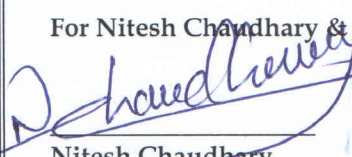
(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

The electronic data and all other relevant records relating to the e-voting are under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Note: According to the E-voting report downloaded from CDSL and E-voting at AGM since the majority votes cast in the favour of all the resolutions set out in the notice of AGM hence the Resolution no. 1 -2 passed with requisite majority.

For Nitesh Chaudhary & Associates


Nitesh Chaudhary
Proprietor
Practising Company Secretary



Membership No.: F10010
COP No.: 16275

UDIN: F010010E001164416
Date: 03rd October, 2023