



173-B, New Industrial Estate,  
Udham, Surat - 394 210, India  
Phone : +91-261-227 7211  
Fax : +91-261-227 9319  
E-mail : span@spanding.com

CIN - L24299GJ1980PLC003710

SDU/ÖVI

Date: August 08, 2018

To,  
Listing Compliance Department  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower, 25<sup>th</sup> Floor  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

**Subject:** Details of Voting Results of Annual General Meeting held on 08, August, 2014  
Scrip Code: 524727

In term of Clause 35A of Listing Agreement, please find attached details in respect of the voting results at the Annual General Meeting of the Company held on August 08, 2014 along with scrutinizer reports.

You are requested to take note of the same.

Thanking you,

Yours faithfully,

For Span Diagnostics Limited

Mr. Veeral P Desai,  
Managing Director  
DIN: 00029219





**MITESH RANA & CO.**

**Company Secretaries**

Email: [csmiteshrana@gmail.com](mailto:csmiteshrana@gmail.com)

(M) + 91 97374 61233

Address: 605, 6<sup>th</sup> Floor Blue Chip Complex, Near Vadodara Stock Exchange, Sayajigunj, Vadodara – 390 005

**Combined Scrutinizer's Report on E-voting & Poll for SPAN DIAGNOSTICS LIMITED**

To,  
The Chairman  
Span Diagnostics Limited  
173 – B, New Industrial Estate,  
Udhna, Surat – 394 210

**Subject: Passing of Resolutions through electronic voting and poll at the 34<sup>th</sup> Annual General Meeting of the Company held on August 08, 2014**

**34<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Span Diagnostics Limited to be held on Friday, August 08, 2014 at 11:00 a.m 173 – B, New Industrial Estate, Road No. 6 – G, Udhna, Suat – 394 210**

I Mitesh Rana, Practicing Company Secretary had been appointed as the Scrutinizer for the purpose of voting by electronic means on the resolutions contained in Notice convening 34<sup>th</sup> Annual General Meeting dated May 23, 2014 and for the purpose of the Poll conducted on Resolutions passed at Annual General Meeting held on Friday, August 08, 2014. We submit our combined Scrutinizer's report as under:

1. The Company had appointed **NSDL** as the Service Provider for extending the facility of electronic voting to the Shareholders of the Company from August 02, 2014 at 9:00 a.m till August 04, 2014 at 6:00 p.m. M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company. The E-voting results were unblocked by me on August 05, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated August 06, 2014 attached herewith.
2. At the 34<sup>th</sup> Annual General Meeting of the Company held on August 08, 2014, the Chairman of the Company had suo motto called for a poll to facilitates the members present in the meeting who could not participate in the e-Voting to record their votes through the poll process. For further details kindly refer my Scrutinizer's Report dated August 08, 2014 attached herewith.
3. A combined report on details of voting done on all resolutions is as under:



Item No.	Subject Matter	Mode	Votes In		Total Shares	Votes Casted	
			Favour	Against		% For	% Against
1	To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
2	To appoint a director in place of Mr. Sanjay N Mehta (DIN: 00002817) who retires by rotation and being eligible, offer himself for reappointment <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
3	To appoint M/s. Haribhakti & Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration. <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
4	To appoint Mr. Kamlesh M Patel as an Independent Director of the Company <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
5	To appoint Mr. N. Gopalaswami as an Independent Director <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
6	To appoint Mr. Shyamal Ghosh as an independent Director <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
7	To appoint Mr. Sushil K Shah as an Independent Director <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
8	Powers to borrow money upto Rs. 75 Crore over and above the aggregate of paid up share capital and free reserve of the Company <b>(Special Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
9	To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 <b>(Special Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
10	To approve remuneration of Cost Auditors <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100
11	Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013 <b>(Ordinary Resolution)</b>		E-voting	100	0	100	100
			Poll	2791001	0	2791001	100
			Total	2791101	0	2791101	100



5. I hereby confirmed that I am maintaining the Registers received from the Service Provider in respect of votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or to such person to be authorised by him in due course as prescribed in the said Rules.
6. The Management of the Company is responsible to ensure 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 34<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-Voting process and poll at the Annual General Meeting is restricted to make scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on reports generated from the e-Voting system provided by NSDL, the authorised agency engaged by the Company to provide e-Voting facilities for e-Voting and Link Intime India Private Limited, Registrar & Share Transfer Agents.

Thanking you,

Yours faithfully,

For Mitesh Rana & Co.  
Company Secretaries



Mitesh Rana  
Proprietor  
COP No.: 12364



Place: Vadodara

Date: August 08, 2014

  
Mr. N. Gopalaswami  
Chairman  
Span Diagnostics Limited

Place: Surat

Date: August 08, 2014

**Name of the Company:** Span Diagnostics Limited

CIN: L24299GJ1980PLC003710

**Registered Office:** 173 B, New Industrial Estate, Road No. 6 – G, Udhna, Surat – 394 210

**VOTING RESULTS FOR THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON AUGUST 08,  
2014 AT 10:30 A.M AT THE REGISTERED OFFICE OF THE COMPANY**

<b>Date Of Annual General Meeting</b>	<b>Friday, August 08, 2014</b>
<b>Total Number of Share holders</b>	<b>3168</b>
<b>Total Number of Shareholders present in the Annual General Meeting in person or through proxy</b>	<b>22</b>
a. Promoter & Promoter Group	4
b. Public	18
<b>Total Number of shareholders / Proxy holders voted on the Ordinary/Special Resolutions through Poll Process</b>	<b>22</b>
c. Promoter & Promoter Group	4
d. Public	18



**(Agenda -Wise)**

Item No.	Subject Matter	Required Resolution	Mode of Voting (Poll / E-voting)
1	To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
2	To appoint a director in place of Mr. Sanjay N Mehta (DIN: 00002817) who retires by rotation and being eligible, offer himself for reappointment <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
3	To appoint M/s. Haribhakti & Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration. <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
4	To appoint Mr. Kamlesh M Patel as an Independent Director of the Company <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
5	To appoint Mr. N. Gopalaswami as as Independent Director <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
6	To appoint Mr. Shyamal Ghosh as an independent Director <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
7	To appoint Mr. Sushil K Shah as an Independent Director <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
8	Powers to borrow money upto Rs. 75 Crore over and above the aggregate of paid up share capital and free reserve of the Company <b>(Special Resolution)</b>	Special Resolution	E-voting & Poll Carried by Majority (100.00%)
9	To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 <b>(Special Resolution)</b>	Special Resolution	E-voting & Poll Carried by Majority (100.00%)
10	To approve remuneration of Cost Auditors <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)
	Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013 <b>(Ordinary Resolution)</b>	Ordinary Resolution	E-voting & Poll Carried by Majority (100.00%)



**SUMMARY OF EVOTING & POLL**

Item No.	Subject Matter	Mode	Votes In		Total Shares	Votes Casted	
			Favour	Against		% For	% Against
1	To give, consider and adopt the financial statements of the Company for the year ended on 31, 2014 including audited Balance Sheet as at 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the report of the Board of Directors and Auditors ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
2	To appoint a director in place of Mr. Sanjay N Mehta (QIN No 00002817) who retires by rotation and being eligible, offer himself for reappointment ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
3	To appoint M/s. Haribhakti & Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration. ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
4	To appoint Mr. Kamlesh M Patel as an Independent Director of the Company ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
5	To appoint Mr. N. Gopalaswami as an Independent Director. ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
6	To appoint Mr. Shyamal Ghosh as an independent Director ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
7	To appoint Mr. Sushil K Shah as an Independent Director ( <b>Ordinary Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
	To grant powers to borrow money upto Rs. 75 Crore or such amount and above the aggregate of paid up share capital and free reserve of the Company. ( <b>Special Resolution</b> )	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00



Power to borrow money upto Rs. 75 Crore or such amount and above the aggregate of paid up share capital and free reserve of the Company. (**Special Resolution**)

9	To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 <b>(Special Resolution)</b>	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
10	To approve remuneration of Cost Auditors <b>(Ordinary Resolution)</b>	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>
11	Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013  <b>(Ordinary Resolution)</b>	E-voting	100	0	100	100	0.00
		Poll	2791001	0	2791001	100	0.00
		<b>Total</b>	<b>2791101</b>	<b>0</b>	<b>2791101</b>	<b>100</b>	<b>0.00</b>





**MITESH RANA & CO.**

**Company Secretaries**

Email: [csmiteshrana@gmail.com](mailto:csmiteshrana@gmail.com)

(M) + 91 97374 61233

**Address: 605, 6<sup>th</sup> Floor Blue Chip Complex, Near Vadodara Stock Exchange, Sayajigunj, Vadodara – 390 005**

**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,  
**SPAN DIAGNOSTICS LIMITED**  
**Chairman**

**34<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Span Diagnostics Limited held on August 08, 2014 at 10:30 a.m at the Registered Office of the Company Situated at 173 – B, New Industrial Estate, Udhna, Surat – 394 210**

**Dear Sir,**

I Mitesh Rana appointed as scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Span Diagnostics Limited held on August 08, 2014 at 10:30 a.m. at the Registered Office of the Company situated at 173 – B, New Industrial Estate, Udhna, Surat - 394 210 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisation / proxy lodged with the Bank.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Results of the poll is as under:

**ITEM No. 1: Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014**

**(i) Voted in favour of the Resolution**

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%



(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

ITEM No. 2: Re-appointment of Mr. Sanjay Mehta, who retires by rotation

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil



**ITEM NO 3: Appointment of M/s. Haribhakti & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM NO 4: Appointment of Mr. Kamlesh M Patel as an Independent Director**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil



(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM 5: Appointment of Mr. N. Gopalaswami as an Independent Director**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM NO. 6: Appointment of Mr. Shyamal Ghosh as an Independent Director**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%



(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM NO. 7: Appointment of Dr. Sushil K Shah as an Independent Director**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil



**ITEM NO. 8: Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 75 Crore over and above the aggregate paid up share capital and free reserves of the Company**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM NO. 9: To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil



(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM NO. 10: Approval of Remuneration of Cost Auditors**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%

(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

**ITEM NO. 11: Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013**

(i) Voted in favour of the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
21	2791001	100%



(ii) Voted against the Resolution

No. of Members present and voting (In person and by proxy)	Number of Votes cast by them	% of Total Number of valid vote cast
Nil	Nil	Nil

(iii) Invalid Votes

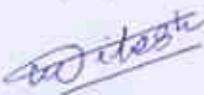
No. of Members present and voting (In person and by proxy)	Number of Votes cast by them
1	Nil

5. Soft copy of the list of Equity Shareholders who have voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been provided to the Company.
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safe keeping.

Thanking you,

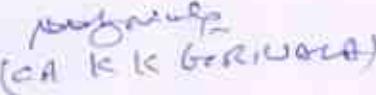
Yours faithfully,

For Mitesh Rana & Co.  
Company Secretaries

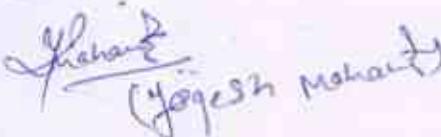
  
Mitesh Rana  
Proprietor  
COP No.: 12364



Witness 1:

  
(CA N. Gopalaswami)

Witness 2:

  
(J. Patel)

Place: Surat  
Date: August 08, 2014

  
Mr. N. Gopalaswami  
Chairman  
Span Diagnostics Limited

Place: Surat  
Date: August 08, 2014

**SUMMARY OF POLL REGISTER**

Name of the Company: Span Diagnostics Limited  
 CIN: 124299GJ1980PLC003710  
 Registered Office: 173 B, New Industrial Estate, Road No. 6 – G, Udhna, Surat – 394 210  
 Annual General Meeting: August 08, 2014 at 10:30 a.m

Number of Member present in person or through proxy	Total Number of valid votes polled by them	Percentage of Total casted valid votes through poll
22	2791001	100

Item No. & Subject Matter	Types of Shareholding	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes – in favour (4)	No. of valid Votes – against (5)	% of valid Votes in favour on valid votes polled (6)=[(4)/(2)]*100	% of valid Votes against on valid votes polled (7)=[(5)/(2)]*100
<b>Item No.:1</b> To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Promoter and Group	3214428	2040428	63.48%	2040428	0.00	100%	0.00
<b>Item No.:2</b> To appoint a director in place of Mr. Sanjay N Mehta (DIN: 00002817) who retires by rotation and being eligible, offer himself for reappointment (Ordinary Resolution)	Public-Others	4061572	750573	18.48%	750573	0.00	100%	0.00

Total	Promoter and Group	7276000	2791001	38.36%	100%	0.00	100%	0.00
	Public-Others	4061572	750573	18.48%	750573	0.00	100%	0.00



<b>Item No.:3 To appoint M/s. Haribhakti &amp; Co, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration. (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
<b>Item No.:4 To appoint Mr. Kamlesh M Patel as an Independent Director of the Company (Ordinary Resolution)</b>	<b>Total</b>	7276000	2791001	38.36%	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
<b>Item No.:5 To appoint Mr. N. Gopalaswami as an Independent Director (Ordinary Resolution)</b>	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
	<b>Total</b>	7276000	2791001	38.36%	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
<b>Item No.:6 To appoint Mr. Shyamal Ghosh as an independent Director (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
<b>Item No.:7 To appoint Mr. Sushil K Shah as an Independent Director (Ordinary Resolution)</b>	<b>Total</b>	7276000	2791001	38.36%	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
<b>Item No.:7 To appoint Mr. Sushil K Shah as an Independent Director (Ordinary Resolution)</b>	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
	<b>Total</b>	7276000	2791001	38.36%	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>



<b>Item No.:8 Powers to borrow money upto Rs. 75 Crore over and above the aggregate of paid up share capital and free reserve of the Company (Special Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
<b>Total</b>		<b>7276000</b>	<b>2791001</b>	<b>38.36%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
<b>Item No.:9 To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
	<b>Total</b>		<b>7276000</b>	<b>2791001</b>	<b>38.36%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>
<b>Item No.:10 To approve remuneration of Cost Auditors (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
	<b>Total</b>		<b>7276000</b>	<b>2791001</b>	<b>38.36%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>
<b>Item No.:11 Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013 (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	2040428	63.48%	2040428	0.00	100%	0.00
	<b>Public-Others</b>	4061572	750573	18.48%	750573	0.00	100%	0.00
	<b>Total</b>		<b>7276000</b>	<b>2791001</b>	<b>38.36%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>





Address: 605, 6<sup>th</sup> Floor Blue Chip Complex, Near Vadodara Stock Exchange, Sayajigunj, Vadodara - 390 005

### Scrutinizer's Report on E-voting carried out for SPAN DIAGNOSTICS LIMITED

To,

The Chairman  
Span Diagnostics Limited  
173 - B, New Industrial Estate,  
Udhna, Surat - 394 210

**Subject: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

**34<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Span Diagnostics Limited to be held on Friday, August 08, 2014 at 11:00 a.m 173 - B, New Industrial Estate, Road No. 6 - G, Udhna, Surat - 394 210**

I Mitesh Rana, Practicing Company Secretary, have been appointed as the Scrutinizer for the purpose of voting by electronic means on the resolutions contained in Notice convening 34<sup>th</sup> Annual General Meeting dated May 23, 2014 in terms of Clause 35B of the Listing Agreement and provision of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014. In this connection, we submit our report as under:

1. The Company has appointed NSDL as the Service Provider for extending the facility of electronic voting to the Shareholders of the Company. M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company. The Service provider had provided a system for recording the votes of the shareholders electronically on all items of the business (both Ordinary and Special businesses) sought to be transacted at the 34<sup>th</sup> Annual General Meeting of the Company which is scheduled to be held on Friday, August 08, 2014. The Service Provider accordingly had set up e-voting facility on their website <https://www.evoting.nsdl.com/>. The Company had provided all the items of businesses to be transacted to its service provider to facilitate their shareholders to cast their votes through e-Voting.
2. As on the cut off date there were 3191 shareholders of the Company. The service provider had sent the Notices of the Annual General Meeting by Email to 1082 shareholders whose email Id was made available by the depositories and for those holding in physical form to the extent it was available with the Registrar and Transfer Agent. In respect of 2109 shareholders the Notices were sent by Registered Post. The Notice convening Annual General Meeting contained the detailed procedure to be followed by the shareholders for casting their votes electronically.
3. The Cut-off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was July 04, 2014.
4. The Public Advertisement with respect to dispatch of Notices and conducting voting through electronic means was published in an English Newspaper in English Language and in vernacular newspaper in principal vernacular language on July 15, 2014.



- As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from August 02, 2014 at 9:00 a.m. to August 04, 2014 at 6:00 p.m.
- At the end of the voting period on August 04, 2014 at 6:00 p.m., the voting portal of the service provider was blocked forthwith.
- At the end of e-voting period, the votes cast were unblocked in the presence of two witnesses not in the employment of the Company and have prepared this report.
- Based on the results made available to me, only 1 (One) member have cast his/her vote on e-Voting platform and I have annexed with this report the summary of the e-Voting results for each of the eleven agenda items contained in said Notice convening Annual General Meeting dated May 23, 2014.
- The agenda wise summary of e-Voting results is as under:

**ITEM No. 1: Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014**

Agenda No. 1	Types of Resolution: Ordinary Resolution		
Subject/Resolution	To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-

**ITEM No. 2: Re-appointment of Mr. Sanjay Mehta, who retires by rotation**

Agenda No. 2	Types of Resolution: Ordinary Resolution		
Subject/Resolution	To appoint a director in place of Mr. Sanjay N Mehta (DIN: 00002817) who retires by rotation and being eligible, offer himself for reappointment		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-

**ITEM NO 3: Appointment of M/s. Haribhakti & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration**

Agenda No. 3	Types of Resolution: Ordinary Resolution		
Subject/Resolution	To appoint M/s. Haribhakti & Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
Total votes casted	1	100	100
Assent	1	100	100
Dissent	0	0	0
Abstain	0	0	-
Total	1	100	-

**ITEM NO 4: Appointment of Mr. Kamlesh M Patel as an Independent Director**

Agenda No. 4	Types of Resolution: Ordinary Resolution		
Subject/Resolution	To appoint Mr. Kamlesh M Patel as an Independent Director of the Company		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
Total votes casted	1	100	100
Assent	1	100	100
Dissent	0	0	0
Abstain	0	0	-
Total	1	100	-

**ITEM 5: Appointment of Mr. N. Gopalaswami as an Independent Director**

Agenda No. 5	Types of Resolution: Ordinary Resolution		
Subject/Resolution	To appoint Mr. N. Gopalaswami as an Independent Director		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
Total votes casted	1	100	100
Assent	1	100	100
Dissent	0	0	0
Abstain	0	0	-
Total	1	100	-

**ITEM NO. 6: Appointment of Mr. Shyamal Ghosh as an Independent Director**

<b>Agenda No. 6</b>	<b>Types of Resolution:</b> Ordinary Resolution		
<b>Subject/Resolution</b>	To appoint Mr. Shyamal Ghosh as an independent Director		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-

**ITEM NO. 7: Appointment of Dr. Sushil K Shah as an Independent Director**

<b>Agenda No. 7</b>	<b>Types of Resolution:</b> Ordinary Resolution		
<b>Subject/Resolution</b>	To appoint Mr. Sushil K Shah as an Independent Director		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-

**ITEM NO. 8: Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 75 Crore over and above the aggregate paid up share capital and free reserves of the Company**

<b>Agenda No. 8</b>	<b>Types of Resolution:</b> Special Resolution		
<b>Subject/Resolution</b>	Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 75 Crore over and above the aggregate paid up share capital and free reserves of the Company		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-

**ITEM NO. 9: To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013**

<b>Agenda No. 9</b>	<b>Types of Resolution: Special Resolution</b>		
<b>Subject/Resolution</b>	<b>To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013</b>		
<b>Particulars</b>	<b>Number of E-voters</b>	<b>Number of votes contained in e-votes</b>	<b>Percentage of Total</b>
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-

**ITEM NO. 10: Approval of Remuneration of Cost Auditors**

<b>Agenda No. 10</b>	<b>Types of Resolution: Ordinary Resolution</b>		
<b>Subject/Resolution</b>	<b>To approve remuneration of Cost Auditors</b>		
<b>Particulars</b>	<b>Number of E-voters</b>	<b>Number of votes contained in e-votes</b>	<b>Percentage of Total</b>
<b>Total votes casted</b>	1	100	100
<b>Assent</b>	1	100	100
<b>Dissent</b>	0	0	0
<b>Abstain</b>	0	0	-
<b>Total</b>	1	100	-



**ITEM NO. 11: Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013**

Agenda No. 11	Types of Resolution: Ordinary Resolution		
Subject/Resolution	Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013		
Particulars	Number of E-voters	Number of votes contained in e-votes	Percentage of Total
<b>Total votes casted</b>	1	100	100
<b>A assent</b>	1	100	100
<b>D dissent</b>	0	0	0
<b>A abstain</b>	0	0	-
<b>Total</b>	<b>1</b>	<b>100</b>	<b>-</b>

10. All the resolutions stands passed under e-Voting with requisite majority.
11. I hereby confirmed that I am maintaining the Registers received from the Service Provider in respect of votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or to such person to be authorised by him in due course as prescribed in the said Rules.
12. The Management of the Company is responsible to ensure 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 34<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-Voting process is restricted to make scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on reports generated from the e-Voting system provided by NSDL, the authorised agency engaged by the Company to provide e-Voting facilities for e-Voting and Link Intime India Private Limited, Registrar & Share Transfer Agents.

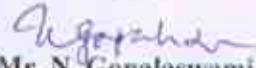
Thanking you,

Yours faithfully,

For Mitesh Rana & Co.  
Company Secretaries

  
Mitesh Rana  
Proprietor  
COP NO.: 12364  
Place: Vadodara  
Date: August 06, 2014



  
Mr. N. Gopalaswami  
Chairman  
Span Diagnostics Limited  
Place: Surat

### SUMMARY OF EVOTING REGISTER

**Name of the Company:** Span Diagnostics Limited  
**CTN:** L24299GJ1980PLC003710  
**Registered Office:** 173 B, New Industrial Estate, Road No. 6 – G, Udhna, Surat – 394 210  
**Annual General Meeting:** August 08, 2014 at 10:30 a.m  
**E-voting Period:** August 02, 2014 (9:00 a.m) till August 04, 2014 (6:00 p.m)

Number of Member who cast their votes through e-voting	Total Number of Shares held by them	Percentage of Total casted votes through e-voting
1	100	100

Item No. & Subject Matter	Types of Shareholding	No. of shares held	No. of votes polled through e-voting	% 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
<b>Item No.:1</b> To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.	Promoter and Promoter Group	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
<b>Ordinary Resolution)</b>	<b>Total</b>	<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
<b>Item No.:2</b> To appoint a director in place of Mr. Sanjay N Mehta (DIN: 00002817) who retires by rotation and being eligible, offer himself for reappointment	Promoter and Promoter Group	3214428	0.00	0.00	0.00	0.00	0.00	0.00
<b>(Ordinary Resolution)</b>	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
	<b>Total</b>	<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>



<b>Item No.:3 To appoint M/s. Haribhakti &amp; Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
<b>Item No.:4 To appoint Mr. Kamlesh M Patel as an Independent Director of the Company (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
<b>Item No.:5 To appoint Mr. N. Gopalaswami as an Independent Director (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	100%	0.00
	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
<b>Item No.:6 To appoint Mr. Shyamal Ghosh as an independent Director (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
<b>Item No.:7 To appoint Mr. Sushil K Shahi as an Independent Director (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	Public-Others	4061572	100	0.002%	100	0.00	100%	0.00
<b>Total</b>		<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>



<b>Item No.:8 Powers to borrow money upto Rs. 75 Crore over and above the aggregate of paid up share capital and free reserve of the Company (Special Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Public-Others</b>	4061572	100	0.002%	100	0.00	100%	0.00
	<b>Total</b>	<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
<b>Item No.:9 To authorise Board of Directors for mortgaging, hypothecating and/or otherwise charging properties/assets for the purpose of securing borrowing subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Public-Others</b>	4061572	100	0.002%	100	0.00	100%	0.00
	<b>Total</b>	<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
<b>Item No.:10 To approve remuneration of Cost Auditors (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Public-Others</b>	4061572	100	0.002%	100	0.00	100%	0.00
	<b>Total</b>	<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>
<b>Item No.:11 Approval of the Inviting, Accepting or Renewing deposits in accordance with applicable provisions of the Companies Act, 2013 (Ordinary Resolution)</b>	<b>Promoter and Promoter Group</b>	3214428	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Public-Others</b>	4061572	100	0.002%	100	0.00	100%	0.00
	<b>Total</b>	<b>7276000</b>	<b>100</b>	<b>0.001%</b>	<b>100%</b>	<b>0.00</b>	<b>100%</b>	<b>0.00</b>

