

To
The Chairman
The Board of Directors
Action Construction Equipment Limited
(CIN: L74899HR1995PLC053860)
Dudhola Link Road, Dudhola,
Distt. Palwal, Haryana-121102

Sub: Scrutinizer's Report on Postal Ballot and E-voting process

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Action Construction Equipment Limited on 5th February, 2015, I have been appointed as a Scrutinizer pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 (including any modification or re enactment thereof), to conduct the e-voting process and to scrutinize the physical ballot forms received from the public shareholders of Action Construction Equipment Limited for approving the Scheme of Amalgamation ("Scheme") between ACE TC Rentals Private Limited (the "Transferor Company") and Action Construction Equipment Limited (the "Transferee Company" or the "Company") and their respective shareholders and creditors by the public shareholders in accordance with the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

I submit my report as under:

1. The Company had on 30th May, 2015 completed the dispatch of the Notice of Postal ballot and e-voting along with the Explanatory Statement as required under the Scheme with respect to the amalgamation of ACE TC Rentals Private Limited (the "Transferor Company") and Action Construction Equipment Limited (the "Transferee Company"), to all its equity shareholders whose name(s) appeared in the Register of members as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 22nd May, 2015 by Registered Post at their registered addresses.
2. The postal ballot has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administrative) Rules, 2014. The Company had also provided e-voting facility as an alternative to its shareholders and had engaged Karvy Computershare Private Limited for this purpose. Postal ballot and e-voting have been conducted in compliance with the SEBI circulars.



3. The voting through Postal ballot and e-voting had commenced on Tuesday, 02nd June, 2015 at 9:00 A.M. and ended on Wednesday, 01st July, 2015 at 5:00 P.M.
4. After the time fixed for closing of the Postal ballot and e-voting process i.e. Wednesday, 01st July, 2015 at 5:00 P.M, I have downloaded the data of e-voting from Karvy Computershare Private Limited. A final report was tabulated by me and the data regarding the final e-voting was diligently scrutinized and reconciled with the records maintained by the Transferee Company.
5. The particulars of all postal ballots and electronic votes received from/cast by the equity shareholders under public category have been entered in the electronic register separately maintained for this purpose.
6. The Postal ballot envelopes were opened from time to time in my presence.
7. The postal ballot forms were scrutinized and the shareholding was matched/confirmed with the Register of members of the Transferee Company as on 22nd May, 2015.
8. All the postal ballot forms and e-votes received up to Wednesday, 01st July, 2015 at 5:00 P.M, being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
9. The envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of the results.
10. During the course of scrutiny of Postal Ballot Forms I have not come across any mutilated Postal Ballot Forms.
11. On proper scrutiny of all the postal ballot forms and e-votes, the summary of the postal ballot and e-votes received from public shareholders is given below:



11.1 Details of voting by postal ballot:

Particulars	No. of public share holders who casted votes by postal ballot forms.	No. of equity share of the Nominal Value of Rs. 2/- each (votes)
Total votes cast under Postal Ballot	320	3238134
Less: Total number of Invalid Postal Ballot votes received (on account of signature mismatch, for/against option not indicated/abstained)	1	100
Total number of valid postal ballot votes	319	3238034

11.2 Details of voting by electronic means as received by Karvy Computershare Private Limited are as follows:

Particulars	No. of public share holders who casted votes electronically	No. of equity share of the Nominal Value of Rs. 2/- each (votes)
Total votes received by electronic mode	50	1562470
Less: Total number of Invalid votes	1	4
Total number of valid e-votes	49	1562466

11.3 Details of total voting in terms of SEBI Circulars, as under:

Particulars	No. of valid postal ballot forms and e-voting	No. of equity share of the Nominal Value of Rs. 2/- each (votes)	% of valid votes received
Total Valid Postal Ballot and E-voting of Public Category	368	4800500	100
Assented to the Resolution	353	4790954	99.80
Dissented to the Resolution	15	9546	0.20

Note: Promoter and promoter group shareholding of 67525117 equity shares have not been considered in voting process.

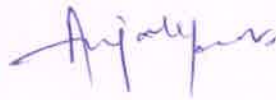


12. The register and other papers and relevant records relating to e-voting/ physical ballot forms would be handed over to Mr. Rajan Luthra, Authorised Representative of the Company.
13. The votes casted by the public shareholding in favour of the resolution are more than number of votes cast against it.
14. The Scheme has been approved by 353 public shareholders in number with 4790954 votes constituting 99.80% of the total public shareholding who validly voted by postal ballot or by e-voting. .
15. You may accordingly declare the results of the voting by postal ballot and e-voting.

Thanking You
Your's faithfully

For Anjali Yadav & Associates
Company Secretaries


Anjali Yadav
(Prop.)
C.P. No.: 7257



Place: New Delhi
Date: 04.07.2015

CC.

Mr. Sapan Dhir
The Chairman appointed by the Hon'ble High Court for the States of Punjab & Haryana
At Chandigarh for the meeting of equity shareholders of
Action Construction Equipment Limited