

**FORM NO. MGT.13**

**Report of Scrutinizer**

**[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,  
Chairman  
S. R. Industries Limited  
E-217, Industrial Area, Phase 8B,  
Mohali, Punjab – 160071

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process of the Equity Shareholders of S. R. Industries Limited ended on 10.03.2018**

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India, and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force). I have been appointed as Scrutinizer by the Board of Directors of **S. R. Industries Limited** ("the Company") in their meeting held on November 30, 2017 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolutions:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	Alteration of Capital Clause in the Memorandum of Association of the Company
2	Special Resolution	<i>Variation of rights, terms and conditions of the Redeemable Preference Shares and their conversion into 0.01% Optionally Convertible Preference Shares</i>
3	Special Resolution	<i>Issue Equity shares of the Company to the Promoter / Promoter Group against the outstanding unsecured loans received by the Company from its promoter/promoter group.</i>

I submit my report as under:

1. The Company completed the dispatch of postal ballot notice and forms along with all requisite documents on Friday, February, 02<sup>nd</sup>, 2018 to its Members whose names appeared in the Register of Members/ list of beneficial owners as on Friday, February, 02<sup>nd</sup>, 2018 in the following manner:



- a) Through e-mail to the members whose e-mail addresses were registered with the Company/the Depositories and Share Transfer Agent, and
  - b) Through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/the Depositories and Share Transfer Agent)
2. The Company published an advertisement regarding dispatch of Postal Ballot Notices and forms in English Daily "Financial Express", and Punjabi Daily "Rozana Spokesman" on Friday, February 09, 2018.
  3. The Shareholders of the Company had an option to vote either through postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the e-voting platform provided by CDSL at [www.evotingindia.com](http://www.evotingindia.com).
  4. The physical Postal Ballot forms received by post/ courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by CDSL in electronic registry.
  5. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website viz. [www.evotingindia.com](http://www.evotingindia.com).
  6. The votes were unblocked on 12<sup>th</sup> day, March, 2018 at 10.30 a.m. In the presence of two witnesses, Mr. Sujan Singh and Mr. Sanjiv Kumar Goel who are not in employment of the Company.
  7. The particulars of all Postal Ballot forms received from the members as well as e-voting report generated from electronic registry of CDSL have been entered in a separate register maintained for that purpose.
  8. All Postal Ballot forms received on or before Saturday, March 10, 2018 (5:00 p.m.) i.e. the last date fixed by the Company for casting votes through Postal Ballot forms were considered and none of the envelopes containing Postal Ballot forms received after Saturday, March 10, 2018 (5:00 p.m.) were considered for the purpose of this report.
  9. The Postal Ballot forms received and e-votes cast on or before Saturday, March 10, 2018 (5:00 p.m.), were matched with the Register of Members/ beneficiary data of the Company as on Friday, February, 02<sup>nd</sup>, 2018, as provided by M/s Link Intime India Pvt. Ltd, the Registrar and Share Transfer Agent (RTA) of the Company. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot forms and RTA records, the shareholding as per the RTA records as on Friday, December 01, 2017 was considered.
  10. I did not find any defaced or mutilated ballot paper(s).
  11. The shareholders exercised their voting either by e-voting or physical mode and there was no overlapping of the process.
  12. A summary of the postal ballot/ e-voting are as under:

**RESOLUTION NO: 1: ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	34	17952	1.353
Voting through Electronic means	9	13,08,727	98.646
<b>Total</b>	<b>43</b>	<b>13,26,679</b>	<b>99.999</b>

(ii) Voted against the resolution:

Type of Voting	Number of	Number of votes	% of total number of
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	members voting	cast by them	valid votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic means	2	3	0.001
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	1	0	0
Voting through Electronic means	0	0	0.00
<b>Total</b>	<b>1</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO: 2: VARIATION OF RIGHTS TERMS AND CONDITIONS OF THE REDEEMABLE PREFERENCE SHARES AND THEIR CONVERSION INTO 0.01% OPTIONALLY CONVERTIBLE PREFERENCE SHARES.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	34	17952	6.362
Voting through Electronic means	4	264200	93.637
<b>Total</b>	<b>38</b>	<b>282152</b>	<b>99.999</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic means	2	3	0.001
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.001</b>

(iii) Invalid votes :

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	1	0	0
Voting through Electronic means	0	0	0.00
<b>Total</b>	<b>1</b>	<b>0</b>	<b>0</b>

*\*Five Folio's consisting of 10,44,527 Equity Shares belonging to the Promoter's/Directors family were not considered, being interested in the resolution.(s)*



**RESOLUTION NO: 3: ISSUE OF EQUITY SHARES OF THE COMPANY TO THE PROMOTER / PROMOTER GROUP AGAINST THE OUTSTANDING UNSECURED LOANS RECEIVED BY THE COMPANY FROM ITS PROMOTER/PROMOTER GROUP.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	34	17952	6.362
Voting through Electronic means	4	264200	93.637
<b>Total</b>	<b>38</b>	<b>282152</b>	<b>99.999</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic means	2	3	0.003
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.003</b>

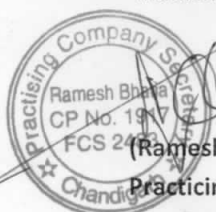
(iii) Invalid votes :

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	1	0	0
Voting through Electronic means	0	0	0.00
<b>Total</b>	<b>1</b>	<b>0</b>	<b>0</b>

*\*Five Folio's consisting of 10,44,527 Equity Shares belonging to the Promoter's/Directors family were not considered, being interested in the resolution.(s)*

5. 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.
6. How-ever, postal ballots received through post which was not containing the Folio Number or signature of the member was rejected containing no detail of Equity Shares.

Thanking you,



(Ramesh Bhatia)

Practising Company Secretary

Membership No: FCS 2483

CP No.: 1917

Place: Chandigarh

Date: 12<sup>th</sup> March, 2018