Ramesh Bhatia
B.Com., F.C.S.

PRACTICING COMPANY SECRETARY

S.C.O. 154-155,
DEEPAK TOWER, IST FLOOR
SECTOR 17-C,
CHANDIGARH-160 017
PH. : 3048723, 4011083 (D)
E-mail : bhatiar9@yahoo.co.in
M : 9815351500

Dated: 26.03.2015

To

The Chairman of Extra Ordinary General Meeting of the members of S R Industries Limited (the Company) held on Wednesday, the 25th day of March, 2015 at 09.30 A.M. at the Registered Office of the company at F-110, Industrial Area, Phase VII, Mohali (Punjab).

Dear Sir,

Sub: Resolutions passed at the Extra Ordinary General Meeting through E-voting/Poll

I, Ramesh Bhatia, a Company Secretary in practice has been appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct electronic voting process and to scrutinize physical ballot forms received from the shareholders/proxies in respect of the below mentioned resolutions passed at the Extra Ordinary General Meeting of the members of S R Industries Limited (the Company) held on Wednesday, the 25th day of March, 2015 at 09.30 A.M. at the Registered Office of the company at F-110, Industrial Area, Phase VII, Mohali (Punjab).

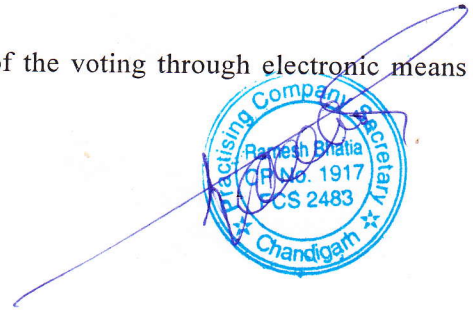
The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL,) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of February, 20, 2015, were entitled to vote on the proposed resolutions as set out at items nos. 1 to 7 in the Notice of the EOGM of S R Industries Limited.

The voting period remained opened from Thursday, 19th March, 2015 (9:00 A.M) to Saturday, 21st March, 2015 (6:00 P.M) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms were considered in the AGM.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

I, now submit my Report as under on the result of the voting through electronic means physical mode in respect of the said Resolutions



ItemNo.1:-

Special Resolution to approve borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves under Section 180 (1) (c) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	33	6909717	100
Total	33	6909717	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

ItemNo.2:-

Special Resolution to mortgage the properties against borrowing U/s 180 (1) (a) of The Companies Act, 2013

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	33	6909717	100
Total	33	6909717	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

Practising Company Secretary Ramesh Bhatia CP No. 7917 FCS 2483 Chandigarh

ItemNo.3:-

Special Resolution to approve related party transactions under section 188 of the Companies Act, 2013

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	33	6909717	100
Total	33	6909717	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

ItemNo.4:-

Ordinary Resolution to approve the payment of remuneration to M/s K K Sinha & Associates, Cost Accountants, who were appointed as Cost Auditors.

(i) Voted in favour of the resolution:

	Number of members voted through electronic system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	16	357976	5.18
Total	16	357976	5.18

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	17	6551741	94.82
Total	17	6551741	94.82

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

Practising Company Secretary
Ramesh Bhatia
CP No. 1917
FCS 2483
Chandigarh

Item No.5:-

Special Resolution to approve remuneration to Mr. Ramesh Chander Mahajan, Managing Director. (DIN No: 00038661)

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	27	4395017	100
Total	27	4395017	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

- Six shareholders holding 2514700 Equity Shares out of total members present did
- Not participated on this resolution, being interested.

ItemNo.6:-

Special Resolution to approve remuneration to Mr. Amit Mahajan, Whole Time Director **DIN No: (00038593).**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	27	3730952	100
Total	27	3730952	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

- Six shareholders holding 3178765 Equity Shares out of total members present did
- Not participated on this resolution, being interested.

Practising Company Secretary Ramesh Bhatia M No. 4917 FCS 2483 Chandigarh

ItemNo. 7:-

Special Resolution to approve remuneration to Mr. Amit Mahajan, Whole Time Director **DIN No: (00038827).**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	27	4395017	100
Total	27	4395017	100

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	No. of Votes cast(Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members whose votes are declared invalid	Total No. of Votes cast(Shares)
E-Voting	0	0
Physical	14	963
Total	14	963

- Six shareholders holding 2514700 Equity Shares out of total members present did
- Not participated on this resolution, being interested.

The Registers, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting and the same shall be handed over to the Company Secretary of S R Industries Limited for safe keeping.

Thanking you,

Yours faithfully

Practising Company Secretary
Ramesh Bhatia
CP No. 1917
FCS 2483
Chandigarh

(Ramesh Bhatia)
Practicing Company Secretary
Membership No. FCS 2483
C.P. 1917
Place: Chandigarh
Date: 26.03.2015