**MGT - 13**

**SCRUTINIZER'SREPORT**

**[Pursuant tosection108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]**

**To**

The Chairman of the 28th Annual General Meeting of the members of S R Industries Limited (the Company) held on Monday, the 18th day of September, 2017 at 09.00 A.M. at the Registered Office of the company at E-217, Industrial Area, Phase VIII-B, Mohali (Punjab).

**Dear Sir,**

I, Ramesh Bhatia, a Company Secretary in practice, has been appointed by the Board of Directors of M/s S.R. Industries Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 28th Annual General Meeting (AGM) of the members of the Company, held on the Monday, the 18th day of September, 2017 at 09.00 A.M. at the Registered Office of the company at E-217, Industrial Area, Phase VIII-B, Mohali (Punjab).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 28th Annual General Meeting (AGM) of the members of the Company. My responsibility as scrutinizer for the e- voting process is restricted to make a Scrutinizer's report of the votes cast 'in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:-

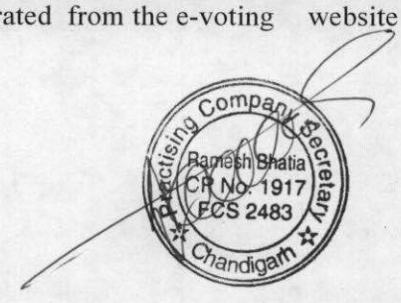
(i) The e-voting period remained opened from Friday, 15/09/2017 (9:00 A.M) to Sunday, 17th September, 2017 (5.00 PM)

(ii). The members of the Company as on the "cut-off' date i.e. 11th September, 2017 were entitled to vote on the resolutions (items no. 1 to 5 ) as set out in the notice of the Annual General Meeting dated 10/08/2017.

(iii). The votes cast were unblocked on September, 17th 2017 in the presence of 2 witnesses, Mr. Sanjiv Kumar Goel and Mr. Gaurav Kumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**Name: Sanjiv Kumar Goel)** **Name:(Gaurav Kumar)**

(IV). Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository



Services (India) Limited i.e. https:// www.evotingindia.com/evotehome.jsp and based on such reports generated, the result of the e- voting is as under:

**ItemNo.1:-**

**Ordinary Resolution** to consider and adopt the audited Balance Sheet of the Company as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Auditors and Directors thereon.

(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 | 2 | 200 | 0.008 |
| Physical | 38 | 2383483 | 99.992 |
| Total | 40 | 2383683 | 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 | 1 | 1 | 0 |
| Total | 1 | 1 | 0 |

**(iii) Invalid** votes

| | 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 |

**Item No.2:-**

**Ordinary Resolution** to appoint a Director in place of Mr. Amit Mahajan, (DIN No:00038593) who retires by rotation and being eligible, offers himself for re-appointment.

(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 | 2 | 200 | 0.019 |
| Physical | 37 | 1033170 | 99.981 |
| Total | 39 | 1033370 | 100 |

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CP No. 1917
FCS 2483
Chandigarh

**Note : Mr. Amit mahajan holding 1350313 Equity Shares did not participated in the voting of this resolution, being interested.**

(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 | 1 | 1 | 0 |
| Total | 1 | 1 | 0 |

(iii) **Invalid** votes

| | 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 |

**Item No.3:-**

**Ordinary Resolution** to appoint Auditors i.e M/s N J Associates, Chartered accountants (FRN No: 023083N) for a period of five years w.e.f2017-18 and to fix their remuneration.

(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 | 2 | 200 | 0.008 |
| Physical | 38 | 2383483 | 99.992 |
| Total | 40 | 2383683 | 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 | 1 | 1 | 0 |
| Total | 1 | 1 | 0 |

(iii) **Invalid** votes

| | 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 |

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Ramesh Bhatia
CP No. 1917
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Chandigarh

| | | | |
|---|---|---|---|
| Physical | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

**Item No.4:-**

**Special Business (Special Resolution) To** Approve the preferential issue of Compulsory Convertible Debentures.

(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 | 2 | 200 | 0.008 |
| Physical | 38 | 2383483 | 99.992 |
| Total | 40 | 2383683 | 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 | 1 | 1 | 0 |
| Total | 1 | 1 | 0 |

(iii) **Invalid** votes

| | 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 |

**Item No: 5**

**Special Business: (Special Resolution)** to approve issuance and allotment of 11,50,000 warrants on Preferential basis.

(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 | 2 | 200 | 0.008 |
| Physical | 38 | 2383483 | 99.992 |
| Total | 40 | 2383683 | 100 |

(ii) Voted **against** the resolution:

| | Number of members voted through | No. of | % of total |
|---|---|---|---|

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| | electronic voting system and physical mode | Votes cast(Shares) | number of valid votes cast |
|---|---|---|---|
| E-Voting | 0 | 0 | 0 |
| Physical | 1 | 1 | 0 |
| Total | 1 | 1 | 0 |

(iii) **Invalid** votes

| | 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 |

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

**How-ever, 27 blank proxy/ballot papers which were not signed by the members and were submitted at the time of the meeting were rejected.**

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: 19.09.2017