

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
SOLAR INDUSTRIES INDIA LIMITED**

September 05, 2014

To  
**Shri S.N. Nuwal**  
**Chairman**  
**Solar Industries India Limited**  
Nagpur

Dear Sir,

**Sub: Passing of Resolution through Electronic voting, physical ballot paper AND poll conducted at the 19<sup>th</sup> Annual General Meeting ("AGM") of Solar Industries India Limited held at Hotel Tuli Imperial, Central Bazar Road, Ramdaspath, Nagpur - 440 010 on Thursday, September 04, 2014 at 12.30 p.m.**

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process together with voting through the assent / dissent form in physical mode and also for the Poll held at the 19<sup>th</sup> AGM of the Company held on the September 04, 2014.

The e-voting was held between August 29, 2014 and August 31, 2014. Receipt of the assent / dissent form from those shareholders who did not have access to e-voting facility was made available up to the closure of e-voting period on August 25, 2014.

The Company had appointed Central Depository Services Limited., (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from August 29, till August 31, 2014. The Company had also sent an assent / dissent form to the shareholders to facilitate the process of voting through physical form where such shareholders did not have access to e-voting facility. Link Intime Pvt. Limited are the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on September 01, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizers report dated September 05, 2014 attached herewith.

At the 19<sup>th</sup> AGM of the Company held on September 04, 2014, the Chairman of the Company had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act, 2013, to facilitate the members present in the AGM who could not participate in the e-voting or could not cast their votes physically through the assent / dissent form, to record their votes through the poll process. The Chairman of the Company had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in **Form MGT 13** dated September 05, 2014

The result of the E-voting, together with the votes casted through assent / dissent form and with that of the Poll are as under:

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033  
tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries

  
**Tushar S. Pahade**  
ACS 22875 CP-8576

| Item no of Notice                                    | Particulars of Business        | Votes in FAVOUR of the resolution |             | Votes AGAINST the resolution |           | Votes ABSTAINED  |
|------------------------------------------------------|--------------------------------|-----------------------------------|-------------|------------------------------|-----------|------------------|
|                                                      |                                | No.s                              | % age       | No.s                         | % age     | No.s             |
| Item No. 1 of the Notice (As an Ordinary Resolution) | E-Voting                       | 20,57,502                         | 100%        | 0                            | 0%        | 2,67,010         |
|                                                      | Ballot Forms (Received + Poll) | 77,68,093                         | 100%        | 0                            | 0%        | -                |
|                                                      | <b>TOTAL</b>                   | <b>98,25,595</b>                  | <b>100%</b> | <b>0</b>                     | <b>0%</b> | <b>2,67,010</b>  |
| Item No. 2 of the Notice (As an Ordinary Resolution) | E-Voting                       | 23,24,512                         | 100%        | 0                            | 0%        | -                |
|                                                      | Ballot Forms (Received + Poll) | 77,68,093                         | 100%        | 0                            | 0%        | -                |
|                                                      | <b>TOTAL</b>                   | <b>1,00,92,605</b>                | <b>100%</b> | <b>0</b>                     | <b>0%</b> | -                |
| Item No. 3 of the Notice (As an Ordinary Resolution) | E-Voting                       | 23,24,512                         | 100%        | 0                            | 0%        | 76,03,852*       |
|                                                      | Ballot Forms (Received + Poll) | 1,64,241                          | 100%        | 0                            | 0%        | -                |
|                                                      | <b>TOTAL</b>                   | <b>24,88,753</b>                  | <b>100%</b> | <b>0</b>                     | <b>0%</b> | <b>76,03,852</b> |
| Item No. 4 of the Notice (As an Ordinary Resolution) | E-Voting                       | 20,57,502                         | 100%        | 0                            | 0%        | 2,67,010         |
|                                                      | Ballot Forms (Received + Poll) | 77,68,093                         | 100%        | 0                            | 0%        | -                |
|                                                      | <b>TOTAL</b>                   | <b>98,25,595</b>                  | <b>100%</b> | <b>0</b>                     | <b>0%</b> | <b>2,67,010</b>  |
| Item No. 5 of the Notice (As an Ordinary Resolution) | E-Voting                       | 23,24,512                         | 100%        | 0                            | 0%        | -                |
|                                                      | Ballot Forms (Received + Poll) | 77,68,093                         | 100%        | 0                            | 0%        | -                |
|                                                      | <b>TOTAL</b>                   | <b>1,00,92,605</b>                | <b>100%</b> | <b>0</b>                     | <b>0%</b> | -                |
| Item No. 6 of the Notice (As an Special Resolution)  | E-Voting                       | 23,24,512                         | 100%        | 0                            | 0%        | -                |
|                                                      | Ballot Forms (Received + Poll) | 77,68,093                         | 100%        | 0                            | 0%        | -                |
|                                                      | <b>TOTAL</b>                   | <b>1,00,92,605</b>                | <b>100%</b> | <b>0</b>                     | <b>0%</b> | -                |
| Item No. 7 of the Notice (As an Ordinary Resolution) | E-Voting                       | 23,24,512                         | 100%        | 0                            | 0%        | -                |
|                                                      | Ballot Forms (Received + Poll) | 76,90,187                         | 100%        | 0                            | 0%        | 77,906           |
|                                                      | <b>TOTAL</b>                   | <b>1,00,14,699</b>                | <b>100%</b> | <b>0</b>                     | <b>0%</b> | <b>77,906</b>    |

\*Votes abstained by Promoters in Agenda 3, as Deemed Interested

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033

tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries

**Tushar S. Pahade**  
ACS 22875 CP-8576

|                                                                              |                                           |                    |              |               |             |               |
|------------------------------------------------------------------------------|-------------------------------------------|--------------------|--------------|---------------|-------------|---------------|
| <b>Item No. 8<br/>of the Notice<br/>(As an<br/>Ordinary<br/>Resolution)</b>  | <b>E-Voting</b>                           | 23,24,512          | 100%         | 0             | 0%          | -             |
|                                                                              | <b>Ballot Forms<br/>(Received + Poll)</b> | 76,90,187          | 100%         | 0             | 0%          | 77,906        |
|                                                                              | <b>TOTAL</b>                              | <b>1,00,14,699</b> | <b>100%</b>  | <b>0</b>      | <b>0%</b>   | <b>77,906</b> |
| <b>Item No. 9<br/>of the Notice<br/>(As an<br/>Ordinary<br/>Resolution)</b>  | <b>E-Voting</b>                           | 22,88,177          | 98.4%        | 36,335        | 1.6%        | -             |
|                                                                              | <b>Ballot Forms<br/>(Received + Poll)</b> | 76,74,490          | 99.8%        | 15,697        | 0.2%        | 77,906        |
|                                                                              | <b>TOTAL</b>                              | <b>99,62,667</b>   | <b>99.5%</b> | <b>52,032</b> | <b>0.5%</b> | <b>77,906</b> |
| <b>Item No. 10<br/>of the Notice<br/>(As an<br/>Ordinary<br/>Resolution)</b> | <b>E-Voting</b>                           | 23,24,512          | 100%         | 0             | 0%          | -             |
|                                                                              | <b>Ballot Forms<br/>(Received + Poll)</b> | 76,90,187          | 100%         | 0             | 0%          | 77,906        |
|                                                                              | <b>TOTAL</b>                              | <b>1,00,14,699</b> | <b>0%</b>    | <b>0</b>      | <b>0%</b>   | <b>77,906</b> |
| <b>Item No. 11<br/>of the Notice<br/>(As an<br/>Ordinary<br/>Resolution)</b> | <b>E-Voting</b>                           | 23,24,512          | 100%         | 0             | 0%          | -             |
|                                                                              | <b>Ballot Forms<br/>(Received + Poll)</b> | 76,90,187          | 100%         | 0             | 0%          | 77,906        |
|                                                                              | <b>TOTAL</b>                              | <b>1,00,14,699</b> | <b>100%</b>  | <b>0</b>      | <b>0%</b>   | <b>77,906</b> |
| <b>Item No. 12<br/>of the Notice<br/>(As an<br/>Ordinary<br/>Resolution)</b> | <b>E-Voting</b>                           | 23,24,512          | 100%         | 0             | 0%          | -             |
|                                                                              | <b>Ballot Forms<br/>(Received + Poll)</b> | 77,68,093          | 100%         | 0             | 0%          | -             |
|                                                                              | <b>TOTAL</b>                              | <b>1,00,92,605</b> | <b>100%</b>  | <b>0</b>      | <b>0%</b>   | -             |

All the Resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the 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 such person to be authorized by him in due course.

Thanking you,

For **T.S. PAHADE & Associates**  
**T.S. PAHADE & ASSOCIATES**  
Company Secretaries

**Tushar S. Pahade**  
**TUSHAR S. PAHADE-8576**  
ACS - 22875  
CP - 8576

Date: September 04, 2014  
Place: NAGPUR

**SCRUTINIZER REPORT FOR E-VOTING**

September 05, 2014

To  
**Shri S.N. Nuwal**  
**Chairman**  
**Solar Industries India Limited**  
Nagpur

Dear Sir,

**Sub: Passing of Resolution through Electronic voting pursuant to Section 108 of the Companies Act 2013 and Rule No. 20 prescribed by MCA, vide notification dated 27/03/2014.**

Pursuant to the Resolution passed by the Board of Directors of Solar Industries India Limited (hereinafter referred to as "SIIL") on May 26<sup>th</sup> 2014, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Sub Rule 3(ix) of the Rule 20 in respect of the 19<sup>th</sup> Annual General Meeting to be held on September 04, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular CIR/CFD/POLICY CELU2/2014 dated 17<sup>th</sup> April 2014 amending clause 35B of the listing Agreement issued in this regard.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. Link Intime Private Limited is the Registrar and Share Transfer Agent for the Company. The Service Provider accordingly had provided the system for recording the votes of the shareholders electronically through e-Voting on all the items of the business of the AGM Notice dated May 26, 2014, sought to be transacted in the AGM of the Company, which is to be held on September 04, 2014. The Service Provider had set up e-Voting facility on their website [www.evotingindia.com](http://www.evotingindia.com). The Company had also uploaded the Notice of the Annual General Meeting which forms an integral part of the Annual Report for the FY 2013-14 on the website of the Company i.e. [www.solargroup.com](http://www.solargroup.com) and its Service Provider to facilitate its shareholders to cast their votes through e-Voting.

CDSL had on August 05, 2014 sent the Notices of the AGM by email to 3343 (Thirty three thousand Three hundred Forty Three) shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. In respect of the balance 2100 (Twenty One Hundred) shareholders, the Notices were sent by Registered Post and all the dispatches were completed by the August 06, 2014.

The Notice contained the detailed procedure (both through email and physical) to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20. The company had also decided to extend voting in physical form to those shareholders who do not have access to e-voting facility to send their assent or dissent in writing on a physical ballot form pursuant to the revised clause 35B in the Listing Agreement as notified by SEBI vide its circular CIR/CFD/POLICY CELU2/2014 April 17, 2014

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033  
tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries

**Tushar S. Pahade**  
ACS 22875 CP-8576

The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 01, 2014. As prescribed in the Rules, the e-Voting facility was kept open for three days from August 29, till August 31, 2014. Similarly receipt of the assent dissent form from those shareholders who did not have access to e-voting facility was made available up to August 31, 2014.

At the end of the voting period on August 31, 2014 the voting portal of the Service Provider was blocked forthwith. On September 01, 2014 the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Praveen Choudhary and Mr. Ankit Agrawal, who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the Rule 20.

|                                                                 |                                                                                                                                                                                          |              |                |              |                           |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------|--------------|---------------------------|
| <b>Item No. 1 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2014 and the Director's and Auditor's Reports thereon.</b>                                          |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                                                                                                               | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 20,57,502                                                                                                                                                                                | 100%         | 0              | 0%           | 2,67,010                  |
| 2. Ballot (assent/dissent)                                      | 94,927                                                                                                                                                                                   | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                 | <b>21,52,429</b>                                                                                                                                                                         | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>2,67,010</b>           |
| <b>Item No. 2 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Confirmation of Payment of Interim Dividend &amp; Declaration of Final Dividend</b>                                                                                                   |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                                                                                                               | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 23,24,512                                                                                                                                                                                | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                      | 94,927                                                                                                                                                                                   | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                 | <b>24,19,439</b>                                                                                                                                                                         | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>-</b>                  |
| <b>Item No. 3 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Re-appointment of Shri. Kailashchandra Nuwal, who retires by rotation.</b>                                                                                                            |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                                                                                                               | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 23,24,512                                                                                                                                                                                | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                      | 94,927                                                                                                                                                                                   | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                 | <b>24,19,439</b>                                                                                                                                                                         | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>-</b>                  |
| <b>Item No. 4 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Appointment of M/s Gandhi Rathi &amp; Co., Chartered Accountants, as Auditors and fixing their remuneration for 3 years, subject to Ratification at Every Annual General Meeting.</b> |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                                                                                                               | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 20,57,502                                                                                                                                                                                | 100%         | 0              | 0%           | 2,67,010                  |
| 2. Ballot (assent/dissent)                                      | 94,927                                                                                                                                                                                   | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                 | <b>21,52,429</b>                                                                                                                                                                         | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>2,67,010</b>           |

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033

tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries



**Tushar S. Pahade**  
ACS 22875 CP-8576

|                                                                 |                                                                                                      |              |                |              |                           |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------|----------------|--------------|---------------------------|
| <b>Item No. 5 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Re-appointment of Shri. Kundan Singh Talesra as a Whole Time Director for a period of 5 years</b> |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                           | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 23,24,512                                                                                            | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                      | 94,927                                                                                               | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                 | <b>24,19,439</b>                                                                                     | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | -                         |
| <b>Item No. 6 of the Notice<br/>(As a Special Resolution)</b>   | <b>Re-appointment of Shri. Roomie Dara Vakil as a Whole Time Director for a period of 3 years</b>    |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                           | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 23,24,512                                                                                            | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                      | 94,927                                                                                               | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                 | <b>24,19,439</b>                                                                                     | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | -                         |
| <b>Item No. 7 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Appointment of Shri. Anant Sagar Awasthi as an Independent Director for a period of 5 years</b>   |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                           | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 23,24,512                                                                                            | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                      | 17,021                                                                                               | 100%         | 0              | 0%           | 77,906                    |
| <b>3. Total</b>                                                 | <b>23,41,533</b>                                                                                     | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>77,906</b>             |
| <b>Item No. 8 of the Notice<br/>(As an Ordinary Resolution)</b> | <b>Appointment of Shri. Dilip Patel as an Independent Director for a period of 5 years</b>           |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                           | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 23,24,512                                                                                            | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                      | 17,021                                                                                               | 100%         | 0              | 0%           | 77,906                    |
| <b>3. Total</b>                                                 | <b>23,41,533</b>                                                                                     | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>77,906</b>             |
| <b>Item No 9 of the Notice<br/>(As an Ordinary Resolution)</b>  | <b>Appointment of Shri. Satish Chandra Gupta as an Independent Director.</b>                         |              |                |              |                           |
| <b>Manner of voting</b>                                         | <b>For</b>                                                                                           | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                     | 22,88,177                                                                                            | 98.4%        | 36,335         | 1.6%         | -                         |
| 2. Ballot (assent/dissent)                                      | 1,324                                                                                                | 7.8%         | 15,697         | 92.2%        | 77,906                    |
| <b>3. Total</b>                                                 | <b>22,89,501</b>                                                                                     | <b>97.8%</b> | <b>52,032</b>  | <b>2.2%</b>  | <b>77,906</b>             |

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033

tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries



**Tushar S. Pahade**  
ACS 22875 CP-8576

|                                                                     |                                                                                                   |              |                |              |                           |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------|----------------|--------------|---------------------------|
| <b>Item No 10 of the Notice<br/>(As an Ordinary<br/>Resolution)</b> | <b>Appointment of Shri. Ajai Nigam as an Independent Director<br/>for a period of 5 years</b>     |              |                |              |                           |
| <b>Manner of voting</b>                                             | <b>For</b>                                                                                        | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                         | 23,24,512                                                                                         | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                          | 17,021                                                                                            | 100%         | 0              | 0%           | 77,906                    |
| <b>3. Total</b>                                                     | <b>23,41,533</b>                                                                                  | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>77,906</b>             |
| <b>Item No 11 of the Notice<br/>(As an Ordinary<br/>Resolution)</b> | <b>Appointment of Shri. Amrendra Verma as an Independent<br/>Director for a period of 5 years</b> |              |                |              |                           |
| <b>Manner of voting</b>                                             | <b>For</b>                                                                                        | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                         | 23,24,512                                                                                         | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                          | 17,021                                                                                            | 100%         | 0              | 0%           | 77,906                    |
| <b>3. Total</b>                                                     | <b>23,41,533</b>                                                                                  | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>77,906</b>             |
| <b>Item No 12 of the Notice<br/>(As an Ordinary<br/>Resolution)</b> | <b>Approval of Remuneration of Cost Auditor.</b>                                                  |              |                |              |                           |
| <b>Manner of voting</b>                                             | <b>For</b>                                                                                        | <b>% age</b> | <b>Against</b> | <b>% age</b> | <b>Abstained/ invalid</b> |
| 1. E-voting                                                         | 23,24,512                                                                                         | 100%         | 0              | 0%           | -                         |
| 2. Ballot (assent/dissent)                                          | 94,927                                                                                            | 100%         | 0              | 0%           | -                         |
| <b>3. Total</b>                                                     | <b>24,19,439</b>                                                                                  | <b>100%</b>  | <b>0</b>       | <b>0%</b>    | <b>-</b>                  |

For **T.S. PAHADE & ASSOCIATES**Company Secretaries  
For T.S. Pahade & Associates  
Company Secretaries**TUSHAR S. PAHADE**  
ACS - 22875  
CP - 8576  
ACS 22875 CP-8576

Date: September 05, 2014

Place: NAGPUR

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

September 05, 2014

To  
**Shri S.N. Nuwal**  
**Chairman**  
**Solar Industries India Limited**  
Nagpur

Dear Sir,

**Sub: 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Solar Industries India Limited Held on Thursday, September 04, 2014, at Hotel Tuli Imperial, Central Bazar Road, Ramdaspath, Nagpur - 440 010.**

I, CS Tushar S. Pahade, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 19<sup>th</sup> Annual General meeting of the Equity Shareholders of Solar Industries India Limited, submit my report as under:

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

**I) As an Ordinary Resolution - Item No. 01 Passed with the Requisite Majority**

*Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2014 and the Director's and Auditor's Reports thereon.*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033

tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries

  
**Tushar S. Pahade**  
ACS 22875 CP-8576

**II) As an Ordinary Resolution – Item No. 02 Passed with the Requisite Majority**  
*Confirmation of Payment of Interim Dividend & Declaration of Final Dividend*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

**III) As an Ordinary Resolution – Item No. 03 Passed with the Requisite Majority**  
*Re-appointment of Shri. Kailashchandra Nuwal, who retires by rotation*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 22                                                                         | 69,314                                      | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | 08                                                                         | 76,03,852                                   | -                                                    |

**IV) As an Ordinary Resolution – Item No. 04 Passed with the Requisite Majority**  
*Appointment of M/s Gandhi Rath & Co., Chartered Accountants, as Auditors and fixing their remuneration for 3 years, subject to ratification in every Annual General Meeting.*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

**V) As an Ordinary Resolution – Item No. 05 Passed with the Requisite Majority**  
*Re-appointment of Shri. Kundan Singh Talesra as a Whole Time Director for a period of 5 years.*

|  | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|--|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
|  |                                                                            |                                             |                                                      |

|                                       |     |           |      |
|---------------------------------------|-----|-----------|------|
| (i) Voted in FAVOUR of the Resolution | 30  | 76,73,166 | 100% |
| (ii) Voted AGAINST the Resolution     | NIL | N.A.      | -    |
| (iii) Invalid/Abstained Votes         | NIL | N.A.      | -    |

**VI) As an Special Resolution – Item No. 06 Passed with the Requisite Majority**

*Re-appointment of Shri. Roomie Dara Vakil as a Whole Time Director for a period of 3 years.*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

**VII) As an Ordinary Resolution – Item No. 07 Passed with the Requisite Majority**

*Appointment of Shri. Anant Sagar Awasthi as an Independent Director for a period of 5 years.*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

**VIII) As an Ordinary Resolution – Item No. 08 Passed with the Requisite Majority**

*Appointment of Shri. Dilip Patel as an Independent Director for a period of 5 years.*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

104, Opposite South Indian Temple, Ram Nagar, Nagpur - 440 033

tusharpahade@gmail.com

For T. S. Pahade & Associates  
Company Secretaries

  
**Tushar S. Pahade**  
ACS 22875 CP-8576

**IX) As an Ordinary Resolution – Item No. 09 Passed with the Requisite Majority**

*Appointment of Shri. Satish Chandra Gupta as an Independent Director for a period of 5 years.*

|                                          | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of<br>the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the<br>Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes            | NIL                                                                        | N.A.                                        | -                                                    |

**X) As an Ordinary Resolution – Item No. 10 Passed with the Requisite Majority**

*Appointment of Shri. Ajai Nigam as an Independent Director for a period of 5 years.*

|                                          | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of<br>the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the<br>Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes            | NIL                                                                        | N.A.                                        | -                                                    |

**XI) As an Ordinary Resolution – Item No. 11 Passed with the Requisite Majority**

*Appointment of Shri. Amrendra Verma as an Independent Director for a period of 5 years.*

|                                          | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of<br>the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the<br>Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes            | NIL                                                                        | N.A.                                        | -                                                    |

**XII) As an Ordinary Resolution – Item No. 12 Passed with the Requisite Majority**  
*Approval of Remuneration of Cost Auditor.*

|                                       | <b>No. of Members<br/>Present &amp; Voting (in<br/>person or by proxy)</b> | <b>Number of<br/>Votes cast by<br/>them</b> | <b>% of total<br/>number of valid<br/>votes cast</b> |
|---------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------------|
| (i) Voted in FAVOUR of the Resolution | 30                                                                         | 76,73,166                                   | 100%                                                 |
| (ii) Voted AGAINST the Resolution     | NIL                                                                        | N.A.                                        | -                                                    |
| (iii) Invalid/Abstained Votes         | NIL                                                                        | N.A.                                        | -                                                    |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

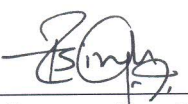
For **T.S. PAHADE & ASSOCIATES**

Company Secretaries

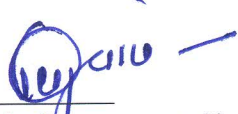
For T. S. Pahade & Associates  
Company Secretaries

**TUSHAR S. PAHADE**  
ACS - 22875  
CP - 8576

Date: September 05, 2014  
Place: NAGPUR

  
Witness 1. CS Praveen Choudhary

  
Witness 2. Mr. Ankit Agrawal

  
Signed by Mr. Satyanarayan Nuwal  
Chairman of the Meeting