



REPORT OF SCRUTINIZER – E-VOTING& POSTAL BALLOT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Surana Industries Limited

Dear Sir,

I, Soy Joseph of M/s. JM & Associates, Practicing Company Secretaries, Chennai, had been appointed as the Scrutinizer by the Board of Directors of M/s. Surana Industries Limited (the Company) to conduct the postal ballot process in respect of the following resolutions:

- ITEM NO: 1 Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings
- ITEM NO: 2 Special Resolution for amending the Liability Clause of Memorandum of Association of the Company
- ITEM NO: 3 Special Resolution for ratification of CDR Mechanism in relation to Company's debt
- ITEM NO: 4 Special Resolution for further issuance of Equity Shares on preferential basis to the Promoter
- ITEM NO: 5 Special Resolution for revision in remuneration payable to Shri. G.R. Surana, (DIN: 00007105) Executive Chairman of the Company
- ITEM NO: 6 Special Resolution for revision in remuneration payable to Shri. Dineshchand Surana, (DIN: 00007032) Managing Director of the Company

pursuant to the Notice dated 14th November 2014 issued under Section 110 of the Companies Act, 2013, submit my report as under:

1. In accordance with the Postal Ballot Notice sent to the shareholders and the advertisement published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014, the e-voting opened on 05th January, 2015 at 9.00 A.M and ended on 04th February, 2015 at 5.30 P.M.





2. 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.
3. The Equity Shareholders holding shares as on the cut-off date 14th November 2014 were entitled to vote on the resolutions stated in the Postal Ballot Notice of the Company.
4. The CDSL e-voting platform was blocked on 04th February, 2015 at 5.30 P.M and was then unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received upto 04th February, 2015 at 5.30 P.M were considered.
5. I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.
6. I now submit my report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

(a) Resolution 1—Special Resolution

Mortgaging/Charging of the Properties of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast in favour of the resolution	% of total number of valid votes cast
31	2,38,13,771	100.00%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast against the resolution	% of total number of valid votes cast
4	103	00.00%





(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4465

(b) Resolution 2—Special Resolution

Amendment of the Liability Clause of Memorandum of Association.

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast in favour of the resolution	% of total number of valid votes cast
31	2,38,13,746	100.00%

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

Number of members voted through electronic voting system and through postal ballot	Number of votes cast against the resolution	% of total number of valid votes cast
4	128	00.00%

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,465





(c) Resolution 3—Special Resolution

Ratification of CDR Mechanism in relation to Company's debt.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast in favour of the resolution	% of total number of valid votes cast
29	2,38,08,746	99.98%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast against the resolution	% of total number of valid votes cast
6	5,128	0.02%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,465

(d) Resolution 4—Special Resolution

Issue of Shares on Preferential Basis to Promoters.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast in favour of the resolution	% of total number of valid votes cast
31	2,38,13,771	100.00%





(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast against the resolution	% of total number of valid votes cast
4	103	00.00%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,465

(e) Resolution 5–Special Resolution

Revision of Remuneration payable to Shri. G.R. Surana, (DIN 00007105) Executive Chairman of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	2,38,13,520	100.00%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast against the resolution	% of total number of valid votes cast
6	353	00.00%





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,465

(e) Resolution 6—Special Resolution

Revision of Remuneration payable to Shri. Dineshchand Surana, (DIN 00007032) Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast in favour of the resolution	% of total number of valid votes cast
29	2,38,13,521	100.00%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot	Number of votes cast against the resolution	% of total number of valid votes cast
6	353	0.00%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,465





7. All relevant records relating to electronic voting were handed over to the Chairman / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

SOY JOSEPH

JM & Associates

Practicing Company Secretaries

M.No.: 13852

COP : 5612



Place: Chennai

Date: 06th February, 2015