

Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., F.C.
P. S. SRINIVASAN, B.A., LL.B., A.C.
S. SWETHA, B.Com., A.C.
Practising Company Secretaries

11th August 2015

The Chairman
Surana Industries Limited
Chokkani Building,
2nd Floor, 16, Whites Road
Chennai - 600 014.

Sub: Report of Scrutinizer for the Postal Ballot Process vide Notice Dated 30th May 2015 under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 by Surana Industries Limited ('Surana' or 'the Company')

In the meeting of the Board of Directors of Surana held on 30th May 2015, we, M/s Lakshmmi Subramanian & Associates, were appointed as Scrutinizers for Postal Ballot as per section 110 of the Companies Act, 2013 ('Cos Act') for passing of the following resolutions as special resolution by the members of the Company for the below items.

The Company has availed the e-voting facility for the shareholders to cast their votes to the aforesaid resolutions through electronic mode in addition to voting through duly filled in paper postal ballot forms. Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode for postal ballot, which prescribed the appropriate mechanism for e-Voting.



The postal ballot process was accordingly conducted and concluded as below:

- The Company on 11th July 2015 dispatched the notice under section 110 of the Companies Act, 2013 along with the Postal Ballot forms and self-addressed prepaid reply envelopes to the members of the Company whose name appeared on the Register of Members/ List of Beneficiaries as on 26th June 2015. Further the Company forwarded electronic notices through e-mail to the shareholders detailing the procedure for e-voting on 11th July 2015.
- The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of the postal ballot paper on 10th July 2015.
- All electronic votes and postal ballot forms received up to the close of working hours at 17.30 hours IST on 10th August 2015, the last date and time fixed by the Company for receipt of Postal Ballot were considered for my scrutiny.
- Particulars of all Postal Ballot Forms received from the members have been entered in a Register separately maintained electronically for this purpose by the Registrar and Share Transfer Agent.
- The votes cast by the members through electronic voting system was downloaded and collated from the website www.cdsindia.com.
- In determining the validity or otherwise of the physical Postal Ballot received the following criteria was adopted:
 - i. Where the shareholder has left the Ballot Paper Blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid
 - ii. Where the signatures do not tally or ballot paper bears no signature, the ballot has been treated as invalid.



Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results were compiled as under.

SUMMARY OF POSTAL BALLOT AND E-VOTING RESULTS

1. Issue of Equity Shares on Preferential basis to Shri. Dineshchand Surana, Promoter

Nature of resolution: Special Resolution

Voting requirement: Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	15	33314866
Total Number of Ballot Papers Received (Physical Voting)	39	26188
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	1	716
Out of the above		
Number of valid votes cast in favour of the Resolution (E- Voting)	15	33314866
Number of valid votes cast in favour of the Resolution (Physical Voting)	34	20464
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	4	5008
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.98%	

Result: The requisite majority for passing the above resolution as a Special resolution was received.



2. Shifting of the Registered Office of the Company.

Nature of resolution: Special Resolution

Voting requirement: Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	15	33314866
Total Number of Ballot Papers Received (Physical Voting)	39	26188
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	3	1716
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	15	33314866
Number of valid votes cast in favour of the Resolution (Physical Voting)	32	24419
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	4	53
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Special resolution was received.



3. Giving of Loans/Guarantees, Providing Securities and Making of Investments in Securities beyond the prescribed limit under Section 186 of the Companies Act, 2013

Nature of resolution: Special Resolution

Voting requirement: Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	15	33314866
Total Number of Ballot Papers Received (Physical Voting)	39	26188
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	3	1716
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	13	33298453
Number of valid votes cast in favour of the Resolution (Physical Voting)	33	24464
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	5	16421
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.95%	

Result: The requisite majority for passing the above resolution as a Special resolution was received.



4. To Approve Disinvestment in Surana Power Limited(SPL)

Nature of resolution: Special Resolution

Voting requirement: Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	15	33314866
Total Number of Ballot Papers Received (Physical Voting)	39	26188
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	3	1716
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	15	33314866
Number of valid votes cast in favour of the Resolution (Physical Voting)	34	24469
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	2	3
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Special resolution was received.



5. To Approve Disinvestment in Surana Mines & Minerals Limited (SMML)

Nature of resolution: Special Resolution

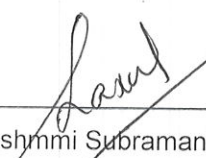
Voting requirement: Three-fourth majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	15	33314866
Total Number of Ballot Papers Received (Physical Voting)	39	26188
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	3	1716
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	15	33314866
Number of valid votes cast in favour of the Resolution (Physical Voting)	34	24469
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	2	3
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Special resolution was received.

Therefore we recommend that you may declare the results as above.

For and on Behalf of Lakshmmi Subramanian & Associates


Ms Lakshmmi Subramanian
Senior Partner
C.P.No : 1087
Scrutinizer

