



## REPORT OF SCRUTINIZER – E-VOTING

*[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

Extra-ordinary General Meeting of the Equity Shareholders of M/s. Surana Industries Limited to be held on Tuesday, 30<sup>th</sup> September, 2014 at No.30, G.N.T Road, Madhavaram, Chennai - 600 110 at 04.00 P.M

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) for the purpose of scrutinizing the e-voting process and to scrutinize the poll, in a fair and transparent manner in respect of the below mentioned resolutions proposed at the Extra-Ordinary General Meeting of the Equity Shareholders of the Company to be held on Tuesday, 30<sup>th</sup> September, 2014 at 04.00 P.M at No. .30, G.N.T Road, Madhavaram, Chennai - 600 110, submit my report as under:

1. In accordance with the Notice of the Extra-Ordinary General Meeting sent to the shareholders, the e-voting opened on 23<sup>rd</sup> September, 2014 at 10.00 A.M and ended on 25<sup>th</sup> September, 2014 at 6.00 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.
3. The Equity Shareholders holding shares as on the cut-off date 29<sup>th</sup> August, 2014 were entitled to vote on the resolutions stated in the Notice of the Extra-Ordinary General Meeting of the Company.
4. The CDSL e-voting platform was blocked on 25<sup>th</sup> September, 2014 at 6.00 P.M and was then unblocked in the presence of two witnesses who were not in the employment of the Company.
5. I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

**JM & Associates**

Company Secretaries

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6. I now submit my report as under on the result of the voting through electronic means in respect of the said Resolutions.

**(a) Resolution 1—Ordinary Resolution**

Appointment of Statutory Auditor to fill casual vacancy.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 16                                                       | 2,88,72,702                                      | 100%                                  |

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

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|---------------------------------------------|---------------------------------------|
| Nil                                                      | Nil                                         | Nil                                   |

- (iii) **Invalid** votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil                                                       | Nil                                |

**(b) Resolution 2—Ordinary Resolution**

Appointment of Dr. S.K.Gupta as an Independent Director of the company.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 14                                                       | 2,88,56,289                                      | 99.94%                                |

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

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 2                                                        | 16,413                                      | 0.06%                                 |

**(iii) Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil                                                       | Nil                                |

**(c) Resolution 3—Ordinary Resolution**

Appointment of Shri. K.N.Prithviraj as an Independent Director of the company.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 14                                                       | 2,88,56,289                                      | 99.94%                                |

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

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 2                                                        | 16,413                                      | 0.06%                                 |

**(iii) Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil                                                       | Nil                                |

**(d) Resolution 4—Ordinary Resolution**

Appointment of Shri. B.S.Patil as an Independent Director of the company.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 14                                                       | 2,88,56,289                                      | 99.94%                                |

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

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|---------------------------------------------|---------------------------------------|
| 2                                                        | 16,413                                      | 0.06%                                 |

**(iii) Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil                                                       | Nil                                |

**(e) Resolution 5—Ordinary Resolution**

Ratification of remuneration payable to M/s. JV associates, appointed as cost auditor of the company for the FY 2014-15.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| 16                                                       | 2,88,72,702                                      | 100%                                  |



(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|----------------------------------------------------------|---------------------------------------------|---------------------------------------|
| Nil                                                      | Nil                                         | Nil                                   |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| Nil                                                       | Nil                                |

7. All relevant records relating to electronic voting were handed over to the Chairman / Director authorised 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: 25<sup>th</sup> September, 2014