

### SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]**

To  
The Chairman  
Sheshadri Industries Limited ( "the Company" )

Dear Sir

I, Rashida Adenwala, Practicing Company Secretary (FCS: 4020, CP No. 2224), Partner of R&A Associates, Company Secretaries, Hyderabad was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting), ballot forms and voting by use of poll paper at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, on the resolutions contained in the notice to the 8<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Friday, 29<sup>th</sup> September, 2017 at 9:45 A.M. at Sri Raja Rajeshwari Gardens, Survey No. 26, Sikh Village, Near Diamond Point Hotel, Secunderabad - 500009, Telangana, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting), ballot forms and voting by use of poll paper by the shareholders on the resolutions proposed in the Notice of the 8<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited (KCPL) and ballot forms & voting by use of poll paper at the meeting.
2. In accordance with the Notice of the 8<sup>th</sup> AGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 9:00 AM on 26<sup>th</sup> September, 2017 and remained open up to 5:00 PM on 28<sup>th</sup> September, 2017.
3. The Equity Shareholders holding shares as on the cutoff date i.e., 22<sup>nd</sup> September, 2017 were entitled to vote on the resolutions stated in the Notice of the 8<sup>th</sup> AGM of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently was opened at 10:15 A.M in the presence of two witnesses, Ms. Nimisha and Mr. Lavesh Goel, who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by Karvy Computershare Private Limited (KCPL),



Registrar and Transfer Agents (RTA) of the Company and the authorizations/proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company, the names of the shareholders who had voted on e-voting through KCPL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the AGM and who had not voted on remote e-voting.

5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked after conclusion of voting at the AGM at 10:25 AM in the presence of two witnesses, Ms. Nimisha and Mr. Lavesh Goel, who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of KCPL (<http://evoting.karvy.com>).
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are annexed herewith. **(Annexure A)**
8. All the resolutions stand passed based on combined result (e-voting and Poll) with the requisite majority.
9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 8<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

For R & A Associates  
Company Secretaries



Rashida/Baggiwala  
Partner

FCS: 4020, CP No. 2224

Place: Hyderabad

Date: 29<sup>th</sup> September, 2017

**Sheshadri Industries Limited - 8th Annual General Meeting held on 29th September, 2017  
Combined Results (E-Voting and Poll)**

Item number of Notice and type of resolution	Description	Particulars of Business	Total no. of votes cast	Votes in favour of the resolution		Votes against the resolution		Annexure-A Invalid Votes
				No's	% age of valid votes cast	No's	% age of valid votes cast	
1 - Ordinary Resolution (Ordinary Business)	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.	E-voting	50	50	100.0000	-	-	-
		Poll	3,552,091	3,552,090	99.99997	-	-	1
		<b>Total</b>	<b>3,552,141</b>	<b>3,552,140</b>	<b>100.00000</b>	-	-	<b>1</b>
2 - Ordinary Resolution (Ordinary Business)	To appoint a director in place of Sri Jeetender Kumar Agarwal, who retires by rotation and, being eligible, offers himself for reappointment.	E-voting	50	50	100.0000	-	-	-
		Poll	3,552,091	3,552,090	99.99997	-	-	1
		<b>Total</b>	<b>3,552,141</b>	<b>3,552,140</b>	<b>100.00000</b>	-	-	<b>1</b>
3 - Ordinary Resolution (Ordinary Business)	To appoint M/s K.S.Rao & Co., Chartered Accountants (FRN: 003109S) as Statutory Auditors in place of M/s. Brahmayya & Co., Hyderabad (ICAI Firm Regn. No.000513S) whose tenure expires at this Annual General Meeting and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board	E-voting	50	50	100.0000	-	-	-
		Poll	3,552,091	3,552,090	99.99997	-	-	1
		<b>Total</b>	<b>3,552,141</b>	<b>3,552,140</b>	<b>100.00000</b>	-	-	<b>1</b>
4 - Special Resolution (Special Business)	To appoint Sri Sri Jeetender Kumar as a Managing Director for a period of three(3) years from 03.09.2017 to 02.09.2020	E-voting	50	50	100.0000	-	-	-
		Poll	3,552,091	3,552,090	99.99997	-	-	1
		<b>Total</b>	<b>3,552,141</b>	<b>3,552,140</b>	<b>100.00000</b>	-	-	<b>1</b>
5 - Special Resolution (Special Business)	To approve creation of mortgage and charge over Company's movable and immovable properties in favor of Banks and Institutions	E-voting	50	50	100.0000	-	-	-
		Poll	3,552,091	3,552,090	99.99997	-	-	1
		<b>Total</b>	<b>3,552,141</b>	<b>3,552,140</b>	<b>100.00000</b>	-	-	<b>1</b>



*Handwritten signature*