



**S ANAND SS RAO**

M.Com., LL.B., F.C.S

COMPANY SECRETARY IN PRACTICE

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**REPORT OF SCRUTINIZER – COMBINED(ON E-VOTING & POLL)**

Date:26<sup>th</sup> SEPTEMBER 2019

The Chairman  
M/s. LAMINA FOUNDRIES LIMITED,  
Regd.Office: NITTE, UDIPI DIST.KARNATAKA STATE  
574110

Ref : Annual General Meeting of the members of M/s. LAMINA FOUNDRIES LIMITED held on 26<sup>th</sup> September 2019 at 11.45 AM at Justice K.S.Hegde Institute of Management Auditorium, Nittie-574110 UDIPI DIST. KARNATAKA STATE

Dear Sir,

We, S.ANAND SS RAO, Company Secretaries have been appointed as the Scrutinizer by:

•The Board of Directors of M/s. LAMINA FOUNDRIES LIMITED vide resolution dated **16th August 2019** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 9:00 am on **Sunday on 22nd September, 2019 (Date & Time)** to **5.00 pm on Tuesday 24th September, 2019. (Date & Time)**.

•The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the M/s. LAMINA FOUNDRIES LIMITED AGM of the members of the Company, held on **at 26<sup>th</sup> September 2019 at 11.45 AM at Justice K.S.Hegde Institute of Management Auditorium, Nittie-574110.**

Based on the report furnished by me on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of the Karvy Fintech Private Limited ([evoting.karvy.com](http://evoting.karvy.com) for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:

*S. Anand*

Item No:1

**Adoption of Financial Statements as an Ordinary Resolution.**

(i) Voted in favour of the resolution:

<i>Number of members voted in E-Voting</i>	<i>Number of Votes cast (shares)- E - Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E-Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder .

**RESULT**

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.



**Item No:2**

**To Appoint a Director in Place of Mr. G. P. Adyanthaya (DIN 00043142) who retires by rotation and being eligible, offers himself for re-appointment as an Ordinary Resolution.**

(i) Voted in favour of the resolution:

<i>Number of members voted in E-Voting</i>	<b>Number of Votes cast(shares)- E - Voting</b>	Number of Members / Proxies Voted-POLL	Number of Votes cast ( shares)- POLL	<b>Total Number of Votes Cast through E-voting and Poll</b>	% of total number of valid votes cast
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E-Voting</i>	Number of Votes cast (shares)- E Voting	Number of Members / Proxies Voted-POLL	Number of Votes cast ( shares)- POLL	Total Number of Votes Cast through E - voting and Poll	% of total number of valid votes cast
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E Voting</i>	Number of Votes cast (shares)- E Voting	Number of Members / Proxies Voted-POLL	Number of Votes cast ( shares)- POLL	Total Number of Votes Cast through E-voting and Poll
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder.

**RESULT**

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.



Item No:3

**To Appoint a Director in Place of Mr. Vishal Hegde (DIN 00043245) who retires by rotation and being eligible, offers himself for re-appointment as an Ordinary Resolution.**

(i) Voted in favour of the resolution:

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E - voting and Poll</i>	<i>% of total number of valid votes cast</i>
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E- voting and Poll</i>	<i>% of total number of valid votes cast</i>
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E- voting and Poll</i>
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder.

RESULT

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.



Item No: 4.

**To Appoint a Director in place of Mr. B. S. Baliga(DIN 00043194), who retires by rotation and being eligible, offers himself for re-appointment as an Ordinary Resolution.**

(i) Voted in favour of the resolution:

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder.

RESULT

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.

Item No. 5

**Appointment of Statutory Auditor from the Conclusion of this Annual General Meeting till the conclusion of the Forty Third Annual General Meeting and to fix the Remuneration- as an Ordinary Resolution.**

(i) Voted in favour of the resolution:

<i>Number of members voted in E Voting</i>	Number of Votes cast (shares)- <b>E Voting</b>	Number of Members / Proxies Voted-POLL	Number of Votes cast ( shares)- <b>POLL</b>	Total Number of Votes Cast through <b>E-voting and Poll</b>	% of total number of valid votes cast
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E Voting</i>	Number of Votes cast (shares)- <b>E Voting</b>	Number of Members / Proxies Voted-POLL	Number of Votes cast ( shares)- <b>POLL</b>	Total Number of Votes Cast through <b>E-voting and Poll</b>	% of total number of valid votes cast
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E voting</i>	Number of Votes cast (shares)- <b>E Voting</b>	Number of Members / Proxies Voted-POLL	Number of Votes cast ( shares)- <b>POLL</b>	Total Number of Votes Cast through <b>E-voting and Poll</b>
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder.

**RESULT**

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.



Item No.6

To adopt new set Articles of Association of Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company as Special Resolution.

(i) Voted in favour of the resolution:

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder.

RESULT

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.6 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.

Item No.7

**To appoint Mr. Avinash Shenoy, Additional Director of the Company (DIN : 00043540), as the Director of the Company with effect from the date of the Annual General Meeting as an Ordinary Resolution.**

(i) Voted in favour of the resolution:

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
6	3631785	23	15404	<b>3647189</b>	100

(ii) Voted against the Resolution

<i>Number of members voted in E Voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>	<i>% of total number of valid votes cast</i>
0	0	0	0	<b>0</b>	0

(iii) Invalid Votes

<i>Number of members voted in E voting</i>	<i>Number of Votes cast (shares)- E Voting</i>	<i>Number of Members / Proxies Voted-POLL</i>	<i>Number of Votes cast ( shares)- POLL</i>	<i>Total Number of Votes Cast through E-voting and Poll</i>
0	0	0	0	<b>0</b>

No Votes are casted in both E-voting and Poll at the AGM by the same shareholder.

RESULT

As the number of votes cast in favour of the resolution was more/less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.7 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.





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.

The relevant records relating to E- Voting and Poll were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



For S.ANAND SS RAO  
Company Secretaries



Name of Proprietor: **S,ANAND SS RAO**

CP No. 5687

FCS No. 5716

DATE:26 09 2019