

FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

20th September, 2024

To
The Chairman
Lamina Foundries Limited
NitteVillage,
Karkala-574110
Udupi Dist., Karnataka
India

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and voting by ballots conducted at the 43rd Annual General Meeting (AGM) of Equity Shareholders of Lamina Foundries Limited held at Justice K S Hegde Institute of Management Auditorium, Nitte-574110 on Thursday, 19th September, 2024 at 10.30 A.M.

1. Lamina Foundries Limited ("the Company") vide. Resolution of its Board of Directors dated 25th July, 2024 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting by ballots conducted at the 43rd Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 25th July, 2024 for the AGM as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended from time to time, placed for approval of the members of the Company, be carried out in a fair and transparent manner.



2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and voting by ballots on the resolutions contained in the aforesaid Notice for the 43rd AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done by Remote e-voting and voting by ballots conducted at the Meeting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions, based on the reports generated from the remote e-voting system of KFin Technologies Limited (Kfin) and voting by ballots conducted at the meeting as provided by the Company.
3. As required under Section 101 of the Act, the Notice for 43rd AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means. The Equity Shareholders holding shares as on 12th September, 2024 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 43rd AGM. The Company provided the remote e-voting facility offered by Kfin and also voting by ballots at the meeting to cast votes on aforesaid resolutions through Remote e-voting and voting by ballots by the Members of the Company.
4. Remote e-voting facility was made available to the shareholders of the Company to exercise their voting rights from 9.00 a.m. of Monday, 16th September, 2024 upto 5.00 p.m. of Wednesday, 18th September, 2024. Accordingly, votes cast through remote e-voting upto 18th September, 2024 have been considered for my scrutiny. The facility of voting by ballots at the Annual General Meeting has also been considered for the scrutiny.



5. After the conclusion of the 43rd Annual General Meeting, the voting by remote e-voting were unblocked and the box containing the ballot papers was unlocked in presence of 2 witness. A summary of the votes cast by shareholders through remote e-voting and voting by ballots at the 43rd Annual General Meeting with their pattern of voting is furnished herein after.

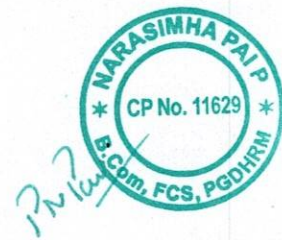
6. The results of voting by members through Remote e-voting and voting by ballots at the 43rd Annual General Meeting in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Company. Summary of the votes cast by remote e-voting and voting by ballots at the Annual General Meeting for each of the resolutions is given herein after:



Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the year ended 31-03-2024 and the report of the Directors and the Auditors thereon

Sl.No.	Particulars	No. of e-voting / physical voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	11	36,19,419
b.	Physical voting confirmation received	12	1,750
	Total	23	36,21,169
c.	Less: Invalid e-voting/ voting by ballots	2	200
d.	Net valid e-voting /physical voting confirmations	21	36,20,969
(i)	Total confirmations with assent for the Resolution	20	36,20,769
	% of Assent	99.99	
(ii)	Total confirmations with dissent for the Resolution	1	200
	% of Dissent	0.001	



Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Nitte Vinaya Hegde (DIN: 00043080), who retires by rotation and being eligible, offers himself for re-appointment.

Sl.No.	Particulars	No. of e-voting / physical voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	11	36,19,419
b.	Physical voting confirmation received	12	1,750
	Total	23	36,21,169
c.	Less: Invalid e-voting/ voting by ballots	2	200
d.	Net valid e-voting /physical voting confirmations	21	36,20,969
(i)	Total confirmations with assent for the Resolution	20	36,20,769
	% of Assent	99.99	
(ii)	Total confirmations with dissent for the Resolution	1	200
	% of Dissent	0.001	



Resolution No.3: Ordinary Resolution

To appoint a Director in place of Mr. Avinash Shenoy (DIN: 00043540), who retires by rotation and being eligible, offers himself for re-appointment

Sl.No.	Particulars	No. of e-voting / physical voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	11	36,19,419
b.	Physical voting confirmation received	12	1,750
	Total	23	36,21,169
c.	Less: Invalid e-voting/ voting by ballots	2	200
d.	Net valid e-voting /physical voting confirmations	21	36,20,969
(i)	Total confirmations with assent for the Resolution	20	36,20,769
	% of Assent	99.99	
(ii)	Total confirmations with dissent for the Resolution	1	200
	% of Dissent	0.001	



Resolution No.4: Ordinary Resolution

To appoint the statutory Auditors

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, Mr. P Venugopal, (M. No.020119) be and is hereby re-appointed as "Statutory Auditor of the Company for a term of five years to hold office from the conclusion of Forty Third Annual General Meeting till the conclusion of Forty Eighth Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by him in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditor.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution.”



Sl.No.	Particulars	No. of e-voting / physical voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	11	36,19,419
b.	Physical voting confirmation received	12	1,750
	Total	23	36,21,169
c.	Less: Invalid e-voting/ voting by ballots	2	200
d.	Net valid e-voting /physical voting confirmations	21	36,20,969
(i)	Total confirmations with assent for the Resolution	20	36,20,769
% of Assent		99.99	
(ii)	Total confirmations with dissent for the Resolution	1	200
% of Dissent		0.001	



Resolution No.5: SpecialResolution

Appointment of Mr. Madiyala Rajendra (DIN: 00136307) as Independent Director of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Madiyala Rajendra (DIN:00136307), who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 years with effect from 19.09.2024 to 18.09, 2029.”

“**RESOLVED FURTHER THAT**, Mr. Vishal Hegde (DIN:00043245), Managing Director (Works) or Mrs. Shantheri Baliga, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution.”



Sl.No.	Particulars	No. of e-voting / physical voting confirmations	No. of shares voted
a.	Remote e-voting confirmations received	11	36,19,419
b.	Physical voting confirmation received	12	1,750
	Total	23	36,21,169
c.	Less: Invalid e-voting/ voting by ballots	2	200
d.	Net valid e-voting /physical voting confirmations	21	36,20,969
(i)	Total confirmations with assent for the Resolution	20	36,20,769
	% of Assent	99.99	
(ii)	Total confirmations with dissent for the Resolution	1	200
	% of Dissent	0.001	

7. A list of Equity Shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.

8. The relevant records have been sealed and handed over to the Company Secretary for safekeeping.

Place: Mangalore

Date: 20.09.2024



CS NARASIMHA PAI P, B.Com, F.C.S.
(Practicing Company Secretary)
C.P No 11629

UDIN: F009543F001268031