



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:27th SEPTEMBER 2018

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 **27th September 2018 at 12.00noon 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 **22nd August 2018** 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 23rd September, 2018 (Date & Time) to 5.00 pm on Tuesday 25th September, 2018. (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 27th September 2018 at 12.00 noon 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 Computershare Private Limited (evoting.karvy.com for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:

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>	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 Evoting and Poll	% of total number of valid votes cast
10	2138999	33	12099	2151098	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	0	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	0

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. N V Hegde(DIN 00043080)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>	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
10	2138999	33	12099	2151098	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	0	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	0

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. T R Shenoy (DIN 00053932) 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>
10	2138999	33	12099	2151098	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	0	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	0

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. M Raghava (DIN 02596882) 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>
10	2138999	33	12099	2151098	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	0	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	0

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 Thirty Eighth Annual General Meeting and to fix the Remuneration-ratification 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>
10	2138999	33	12099	2151098	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	0	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	0

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 borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company under Sec 180(1)(c), shall not be in excess of Rs. 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves 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>
10	2138999	33	12099	2151098	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	0	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	0

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~~ **favour** of the resolution with requisite majority.



Item No.7

Cancellation and reclassification of the existing 20,000 (Twenty thousand) Redeemable Preference Shares of Rs.100/- each (Rupees Hundred) into Equity Shares and Increase of Authorised Capital from Rs.5 (Five) Crores to Rs.6 (Six) Crores 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>
10	2138999	33	12099	2151098	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	0	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	0

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.



Item No.8

Alteration and substitution of the Clause V of the Memorandum of Association of the Company to Rs.6 (Six) Crores 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>
10	2138999	33	12099	2151098	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	0	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	0

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.8 as set out in the Notice of the AGM is passed in **favour/against** of the resolution with requisite majority.



Item No.9

Alteration of the existing Article 4 of the 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>
10	2138999	33	12099	2151098	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	0	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	0

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.9 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:27 09 2018

