

**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]

26<sup>th</sup> September, 2023

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

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting process and voting by ballots conducted at the 42<sup>nd</sup> Annual General Meeting (AGM) of Equity Shareholders of Lamina Foundries Limited held at Justice K S Hegde Institute of Management Auditorium, Nitte-574110 on Tuesday, 26<sup>th</sup> September, 2023 at 10.30 A.M.

1. Lamina Foundries Limited ("the Company") vide Resolution of its Board of Directors dated 19<sup>th</sup> August, 2023 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting by ballots conducted at the 42<sup>nd</sup> Annual General Meeting (AGM) on the Resolutions contained in the Notice dated 19<sup>th</sup> August, 2023 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.

*1/2/23*



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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 42<sup>nd</sup> 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 physical voting conducted at the meeting as provided by the Company.
3. As required under Section 101 of the Act, the Notice for 42<sup>nd</sup> 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 19<sup>th</sup> September, 2023 (cut-off date") were entitled to vote on the resolutions as stated in the Notice of the 42<sup>nd</sup> 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 physical voting 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 Friday, 22<sup>nd</sup> September, 2023 upto 5.00 p.m. of Monday, 25<sup>th</sup> September, 2023. Accordingly, votes casted upto 25<sup>th</sup> September, 2023 have been considered for my scrutiny. The facility of voting by ballots at the Annual General Meeting has also been considered for the scrutiny.

*N. Pa.*



NARASIMHA PAI P  
CP No. 11629  
B.Com, FCS, FGDHM

5. After the conclusion of the 42<sup>nd</sup> 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 42<sup>nd</sup> 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 42<sup>nd</sup> 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:

*N. N. Pai*



Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the year ended 31-03-2023 and the report of the Directors Report and the Auditors thereon

Sl. No	Particulars	No. of e-voting / voting by ballots confirmations	No. of shares voted
a	Remote e-voting confirmations received	7	35,38,936
b	Voting by Ballots confirmation received	18	1,12,827
	<b>Total</b>	<b>25</b>	<b>36,51,763</b>
c	Less: Invalid e-voting/ voting by ballots	-	-
d	<b>Net valid e-voting /physical voting confirmations</b>	<b>25</b>	<b>36,51,763</b>
i	Total confirmations with assent for the Resolution	25	36,51,763
	<b>% of Assent</b>	<b>100.000</b>	
ii	Total confirmations with dissent for the Resolution	-	-
	<b>% of Dissent</b>	<b>0.000</b>	

*N. N. Pai*  


Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Bantwal Srinivas Baliga (DIN: 00043194), who retires by rotation and being eligible, offers himself for re-appointment.

Sl. No	Particulars	No. of e-voting / voting by ballots confirmations	No. of shares voted
a	Remote e-voting confirmations received	7	35,38,936
b	voting by ballots confirmation received	18	1,12,827
	<b>Total</b>	<b>25</b>	<b>36,51,763</b>
c	Less: Invalid e-voting/ voting by ballots	-	-
d	<b>Net valid e-voting / voting by ballots confirmations</b>	<b>25</b>	<b>36,51,763</b>
i	Total confirmations with assent for the Resolution	25	36,51,763
	<b>% of Assent</b>	<b>100.000</b>	
ii	Total confirmations with dissent for the Resolution	-	-
	<b>% of Dissent</b>	<b>0.000</b>	



Resolution No.3: Ordinary Resolution

To appoint a Director in place of Mr. Rajendra Madiyala (DIN: 00136307), who retires by rotation and being eligible, offers himself for re-appointment

Sl. No.	Particulars	No. of e-voting / voting by ballots confirmations	No. of shares voted
a	Remote e-voting confirmations received	7	35,38,936
b	voting by ballots confirmation received	18	1,12,827
	<b>Total</b>	<b>25</b>	<b>36,51,763</b>
c	Less: Invalid e-voting/ voting by ballots	-	-
d	<b>Net valid e-voting / voting by ballots confirmations</b>	<b>25</b>	<b>36,51,763</b>
i	Total confirmations with assent for the Resolution	25	36,51,763
	<b>% of Assent</b>	<b>100.000</b>	
ii	Total confirmations with dissent for the Resolution	-	-
	<b>% of Dissent</b>	<b>0.000</b>	



Resolution No.4: Special Resolution

**Appointment of Mr. Surendra Jayaram Reddy (DIN: 00109429) as Independent Director of the Company**

Sl. No	Particulars	No. of e-voting / voting by ballots confirmations	No. of shares voted
a	Remote e-voting confirmations received	7	35,38,936
b	voting by ballots confirmation received	18	1,12,827
	<b>Total</b>	<b>25</b>	<b>36,51,763</b>
c	Less: Invalid e-voting/ voting by ballots	-	-
d	<b>Net valid e-voting / voting by ballots confirmations</b>	<b>25</b>	<b>36,51,763</b>
i	Total confirmations with assent for the Resolution	25	36,51,763
	<b>% of Assent</b>	<b>100.000</b>	
ii	Total confirmations with dissent for the Resolution	-	-
	<b>% of Dissent</b>	<b>0.000</b>	



Resolution No.5: Special Resolution

To appoint Mr. Vishal Hegde (DIN: 00043245) as Managing Director (Works)

Sl. No	Particulars	No. of e-voting / voting by ballots confirmations	No. of shares voted
a	Remote e-voting confirmations received	7	35,38,936
b	voting by ballots confirmation received	18	1,12,827
	<b>Total</b>	<b>25</b>	<b>36,51,763</b>
c	Less: Invalid e-voting/ voting by ballots	-	-
d	<b>Net valid e-voting / voting by ballots confirmations</b>	<b>25</b>	<b>36,51,763</b>
i	Total confirmations with assent for the Resolution	25	36,51,763
	<b>% of Assent</b>		<b>100.000</b>
ii	Total confirmations with dissent for the Resolution	-	-
	<b>% of Dissent</b>		<b>0.000</b>

*12/10/20*





Resolution No.6: Special Resolution

To appoint Gopalkrishna Shenoy (DIN: 00043378) as Managing Director (Marketing)

Sl. No	Particulars	No. of e-voting / voting by ballots confirmations	No. of shares voted
a	Remote e-voting confirmations received	7	35,38,936
b	voting by ballots confirmation received	18	1,12,827
	<b>Total</b>	<b>25</b>	<b>36,51,763</b>
c	Less: Invalid e-voting/ voting by ballots	-	-
d	<b>Net valid e-voting / voting by ballots confirmations</b>	<b>25</b>	<b>36,51,763</b>
i	Total confirmations with assent for the Resolution	25	36,51,763
	<b>% of Assent</b>		<b>100.000</b>
ii	Total confirmations with dissent for the Resolution	-	-
	<b>% of Dissent</b>		<b>0.000</b>

*R. N. Pai*



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: 26.09.2023**



**CS NARASIMHA PAI P, B.Com, F.C.S.**  
**(Practicing Company Secretary)**  
**C.P No 11629**  
**UDIN: F009543E001090997**