



**B. SURENDER & ASSOCIATES**  
COMPANY SECRETARIES

**Scrutinizer's Report on E-voting**  
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman,  
M/S. MSR INDIA LIMITED,  
8-2-293/82/ A/732A-1, Plot No.732,  
Jubilee Hills, Co-op. Housing Board Society,  
MSR Towers, 3<sup>rd</sup> Floor, Road No-26,  
Jubilee Hills, Hyderabad-500081, Telangana,

Dear Sir,

**Subject:** 31<sup>st</sup> Annual general meeting of the Equity shareholders of M/S. MSR INDIA LIMITED to be held on Tuesday, 30<sup>th</sup> September, 2014 at 10:00 A.M. at Survey No.658, Bowrampet Village, Qutubullapur Mandal, Ranga Reddy Dist, Hyderabad-500043, Telangana.

I, B.Surender, Company Secretary in Practice, Proprietor, B.Surender & Associates, Company Secretaries, Flat #302, Nitya Jyothi Sri Towers, Arunodaya Colony, Madhapur, Hyderabad-500081, have been appointed by the Board of Directors of M/S. MSR INDIA LIMITED (The Company) as a scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 for the company and resolutions contained in the notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the members of the company, to be held on 30<sup>th</sup> September, 2014 at 10:00 A.M. at Survey No.658, Bowrampet Village, Qutubullapur Mandal, Ranga Reddy Dist, Hyderabad-500043, Telangana.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "Against" the resolutions and "invalid" votes, based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the company and the records and registers being maintained and provided by the company.




**B. SURENDER & ASSOCIATES**  
COMPANY SECRETARIES

Further to the above, I submit my report as under:-

- i. In accordance with the Notice of 31<sup>st</sup> Annual General Meeting sent to the shareholders, the voting through electronic means was started on 24<sup>th</sup> September, 2014 at 9.00 A.M and ended on 26<sup>th</sup> September, 2014 at 6.00 P.M.
- ii. The equity shareholders holding shares as on cut-off date i.e., 29<sup>th</sup> August, 2014 were entitled to vote on the resolutions as stated in the notice of the 31<sup>st</sup> Annual General Meeting of the company.
- iii. The votes were unblocked by at on 26<sup>th</sup> September, 2014 at 6.26 P.M. in the presence of Mr. Mittapalli Karunakar Reddy and Mr. Jattigall Raju who are not in the employees of the company, and who have signed below as witness to the unblocking of the votes.
- iv. The e-voting results/list downloaded from the website of M/S. Karvy Computershare Private Limited (www.evoting.karvy.com) is being handed over to the chairman along with this report.
- v. The results of the e-voting is as under:

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the audited statement of Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2014 and Balance Sheet as at that date together with reports of Auditors and the Board of Directors.

(i) Voted in **favour** of the Resolution:

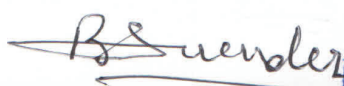

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
14	46174892	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voting through electronic means	Total number of votes cast by them
Nil	Nil



**B. SURENDER & ASSOCIATES**  
COMPANY SECRETARIES

Resolution No. 2: Ordinary Resolution

To Re-appointment of Sri. S. Koti Reddy (DIN: 03055201) as the Independent Director of the company for a period of 5 years.

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
14	46174892	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voting through electronic means	Total number of votes cast by them
Nil	Nil

Resolution No. 3 : Ordinary Resolution

To Appointment of Statutory Auditors M/s. Vijay Sai Kumar & Associates, Chartered Accountants, Hyderabad (Registration No. 004694S)

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
14	46174892	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voting through electronic means	Total number of votes cast by them
Nil	Nil

*B. Surender*





Resolution No. 4: Ordinary Resolution

Appointment of Sri. Gundala Raju (DIN: 01742710) as the Independent Director of the company for a period of 5 years.

(i) Voted in **favour** of the Resolution:

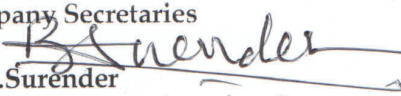
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
14	46174892	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Number of members voting through electronic means	Total number of votes cast by them
Nil	Nil

Thanking You,  
Yours Faithfully,  
For B.Surender & Associates  
Company Secretaries  
  
CS B.Surender  
Proprietor  
Membership No: ACS 36472  
CP No: 13492




Place: Hyderabad

Date: 28<sup>th</sup> September, 2014

We the undersigned witnessed that the votes were unblocked from the e-voting website of M/S. Karvy Computershare Private Limited (<https://evoting.karvy.com>) in our presence on 26<sup>th</sup> September, 2014 at 6.26 P.M at the office of the Scrutinizer.

Name and Signatures of the Witnesses:

1.   
Mittapalli Karuanakar Reddy

2.   
Jattigalla Raju



FORM No. MGT - 13

**REPORT OF SCRUTINIZER**

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
M/S. MSR INDIA LIMITED  
8-2-293/82/ A/732A-1, Plot No.732,  
Jubilee Hills, Co-op. Housing Board Society,  
MSR Towers, 3rd Floor, Road No-26,  
Jubilee Hills, Hyderabad-500081, Telangana.

Sub: - 31<sup>st</sup> Annual general meeting of the Equity shareholders of M/S. MSR INDIA LIMITED to be held on Tuesday, 30<sup>th</sup> September, 2014 at 10:00 A.M. at Survey No.658, Bowrampet Village, Qutubullapur Mandal, Ranga Reddy Dist, Hyderabad-500043, Telangana.

Dear Sir,

I, B.Surender, Company Secretary in Practice, Proprietor, B.Surender & Associates, Company Secretaries, Flat #302, Nitya Jyothi Sri Towers, Arunodaya Colony, Madhapur, Hyderabad-500081, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 31<sup>st</sup> AGM of the Equity Shareholders of the Company held on Tuesday, 30<sup>th</sup> September, 2014 at 10:00 A.M. at Survey No.658, Bowrampet Village, Qutubullapur Mandal, Ranga Reddy Dist, Hyderabad-500043, Telangana. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) ballot boxes kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, M/S. Venture Capital and Corporate Investment Private Limited, Hyderabad and the authorizations/proxies lodged with the Company.

*B. Surender*





## B. SURENDER & ASSOCIATES

COMPANY SECRETARIES

3. The poll papers Nil (0) nos, which were incomplete and / or which were otherwise found defective in the AGM

4. The result of the Poll is as under:

### Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited statement of Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2014 and Balance Sheet as at that date together with reports of Auditors and the Board of Directors.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	449189	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Nil	Nil

### Resolution No. 2: Ordinary Resolution

To Appointment of Sri. Koti Reddy, (DIN: 03055201) as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	449189	100

*B. Surender*



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Nil	Nil

**Resolution No. 3: Ordinary Resolution**

**To Appointment of Statutory Auditors M/s. Vijay Sai Kumar & Associates, Chartered Accountants, Hyderabad (Registration No. 004694S)**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	449189	100

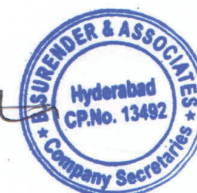
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Nil	Nil

*B. Surender*





**B. SURENDER & ASSOCIATES**  
COMPANY SECRETARIES

**Resolution No. 4: Ordinary Resolution**

To Appointment of Sri. Gundala Raju, (DIN: 01742710) as the Independent Director of the company for a period of 5 years.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	449189	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstain from voting for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Meeting for safe keeping.

Thanking you,  
Yours Faithfully,

For B.Surender & Associates  
Company Secretaries



*B. Surender*

CS B.Surender

Proprietor

Membership No. ACS 36472

# CP 13492

Place: Hyderabad

Date: 30<sup>th</sup> September,, 2014






**SCRUTINIZER REPORT FOR E-VOTING AND POLL  
FOR M/S.MSR INDIA LIMITED**

To  
The Chairman,  
M/S.MSR INDIA LIMITED,  
8-2-293/82/A/732A-1, Plot No.732,  
Jubilee Hills, Co-op. Housing Board Society,  
MSR Towers, 3<sup>rd</sup> Floor, Road No-26,  
Jubilee Hills, Hyderabad-500081, Telangana.

The 31st Annual General Meeting of the Members of the Company held on 30th September, 2014 at 10:00 A.M. at Survey No.658, Bowrampet Village, Qutubullapur Mandal, Ranga Reddy Dist, Hyderabad-500043, Telangana.

Dear Sir,

1. I, B.Surender, practicing Company Secretary, Proprietor, B.Surender & Associates, Company Secretaries, Hyderabad have been appointed by
  - The Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management And Administration) Rules, 2014 (Rules); and
  - The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Act read with Rule 21 of Rules, And At the 31st AGM of the company held on 30th September, 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated 30<sup>th</sup> September, 2014.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/S. Karvy Computershare Private Limited (Karvy),

*B. Surender*  




**B. SURENDER & ASSOCIATES**  
COMPANY SECRETARIES

the authorized agency engaged by the company to provide the facilities relating to e-voting and conducting poll at AGM.

3. I have issued separate Scrutinizers Report on the e-voting dated 28th September, 2014 and on the poll dated 30<sup>th</sup> September, 2014 on the resolutions contained in the Notice of the AGM. As requested by the Management, I hereby submit herewith my combined report on the results of e-voting together with that of poll as under:

Item No. of notice	Particular of business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Item No.1 of the Notice (As an ordinary resolution)	E-voting	46174892	100	00.00	00.00	00.00	00.00
	Poll	449189	100	00.00	00.00	00.00	00.00
	<b>Total</b>	46219081	100	00.00	00.00	00.00	00.00
Item No.2 of the Notice (As an ordinary resolution)	E-voting	46174892	100	00.00	00.00	00.00	00.00
	Poll	449189	100	00.00	00.00	00.00	00.00
	<b>Total</b>	46219081	100	00.00	00.00	00.00	00.00
Item No.3 of the Notice (As an ordinary resolution)	E-voting	46174892	100	00.00	00.00	00.00	00.00
	Poll	449189	100	00.00	00.00	00.00	00.00
	<b>Total</b>	46219081	100	00.00	00.00	00.00	00.00
Item No.4 of the Notice (As an ordinary resolution)	E-voting	46174892	100	00.00	00.00	00.00	00.00
	Poll	449189	100	00.00	00.00	00.00	00.00
	<b>Total</b>	46219081	100	00.00	00.00	00.00	00.00

*B. Surender*





## B. SURENDER & ASSOCIATES

COMPANY SECRETARIES

All the resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the company. I shall be arranging to hand over these records to you or such other person an authorised by you.

Thanking You,  
Yours Faithfully,  
For B.Surender & Associates  
Company Secretaries

  
CS B.Surender

Proprietor

Membership No:36472

CP No: 13472Place: Hyderabad



Date: 30<sup>th</sup> September, 2014

