

Date: 24/09/2014

To,  
The Chairman,  
Elango Industries Limited,  
No. 5, Ranganathan Garden,  
15<sup>th</sup> main Road Extn.  
Anna nagar, Chennai-600040

### SCRUTINIZER'S REPORT

**Report to the Chairman, of Elango Industries Limited , a Company incorporated under the Companies Act, 1956, and having its Registered Office, No. 5 Ranganathan Garden, 15<sup>th</sup> Main Road Extn, AnnaNagar, Chennai-600040, hereinafter referred to as "the Company", on the E-voting concluded on 10<sup>th</sup> September 2014 and Polling conducted on at the Annual General meeting held on 22<sup>nd</sup> September 2014 to pass Four Ordinary and Two Special Resolutions as contained in the Notice dated 14<sup>th</sup> July 2014, for the 25<sup>th</sup> Annual General Meeting to be held on 22<sup>nd</sup> September 2014.**

1. I was appointed as a Scrutinizer by the Company on 13<sup>th</sup> August, 2014 in terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to conduct E-voting and Polling. The details of the resolutions contained in the Notice of the Annual General Meeting are given in Annexure 1.
2. The E-voting members voted through [www.evotingindia.com](http://www.evotingindia.com) following the procedure as stated in the notice dated 14<sup>th</sup> July 2014. The E-voting period commenced at 9.00 AM on September 17<sup>th</sup>, 2014 and concluded at 6.00PM on September 19<sup>th</sup> 2014. The E-voting members conveyed their assent or dissent, as the case may be, electronically on E-voting platform provided by CDSL, before 6.00 PM on September 19<sup>th</sup> , 2014 in respect of Four Ordinary resolutions and Two Special Resolutions as set out in the Notice dated 14<sup>th</sup> July 2014.
3. The polling was conducted at the Annual General Meeting held on 22<sup>nd</sup> September 2014. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and witnessed by two shareholders, with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and witnessed by two other shareholders .Thereafter the poll papers were diligently scrutinized. The poll papers were reconciled with the information furnished by the company and the Registry .


#### 4. VOTING

##### i) E-Voting

In the E-voting 1467255 votes were casted 1467255 and votes were in favour of the Four ordinary Resolution and Two Special Resolutions as set in the notice dated 14<sup>th</sup> July 2014 as below:

Resolution No.	Votes in favour of Resolution		Votes against the Resolution		Total No. of Votes
	No of Votes	Percentage	No. of Votes	Percentage	
1	1467255	38.45%	Nil	0	1467255
2	1467255	38.45%	Nil	0	1467255
3	1467255	38.45%	Nil	0	1467255
4	1467255	38.45%	Nil	0	1467255
5	1467255	38.45%	Nil	0	1467255
6	1467255	38.45%	Nil	0	1467255

Based on this, I report that the Four Ordinary Resolution and Two Special Resolutions as contained in the said Notice have been passed.

##### ii) Polling

The Total number persons polled were 25. Out of which 4 members were considered valid and the balance 21 persons were considered not valid, because of the reason that the signatures were not verified by the company and the Registry.

Details of Polling for 6 Resolutions are:

Resolution Number	Total No. of Shareholders Voted Valid	Number of Vote For		%of votes	Number of Vote Against		%of votes
		No. of Share holders	No. of votes polled		No. of Share holders	No. of votes polled	
1.	4	4	3900	0.1022	NIL	NIL	NIL
2.	4	4	3900	0.1022	NIL	NIL	NIL
3.	4	4	3900	0.1022	NIL	NIL	NIL
4.	4	4	3900	0.1022	NIL	NIL	NIL
5.	4	4	3900	0.1022	NIL	NIL	NIL
6.	4	4	3900	0.1022	NIL	NIL	NIL



Based on the above, I report that Resolution Numbers 1, 2, 3, 4,5, 6, are passed .

**iii) Consolidation of E-Voting and Polling**

The following are the consolidated results of poll conducted through both E-voting and Polling Resolution wise .

**RESOLUTION 1 :-**

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	1241225	1241225	100%	1241225	NIL	100%	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	229930	229930	100%	229930		100%	NIL
Grand Total	1471155	1471155	100%	1471155		100%	

Resolution passed by majority of votes

**RESOLUTION 2:-**

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	1241225	1241225	100%	1241225	NIL	100%	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	229930	229930	100%	229930		100%	NIL
Grand Total	1471155	1471155	100%	1471155		100%	

Resolution passed by majority of votes



**RESOLUTION 3 :-**

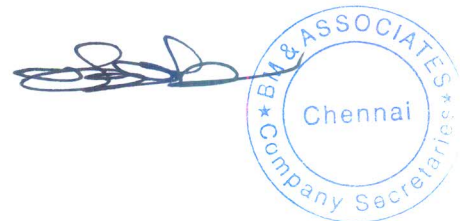
Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	1241225	1241225	100%	1241225	NIL	100%	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	229930	229930	100%	229930		100%	NIL
Grand Total	1471155	1471155	100%	1471155		100%	

Resolution not passed as the vote cast against it was more

**Resolution 4**

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	1241225	1241225	100%	1241225	NIL	100%	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	229930	229930	100%	229930		100%	NIL
Grand Total	1471155	1471155	100%	1471155		100%	

Resolution not passed as the vote cast against it was more



### Resolution 5

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	1241225	1241225	100%	1241225	NIL	100%	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	229930	229930	100%	229930		100%	NIL
Grand Total	1471155	1471155	100%	1471155		100%	

Resolution passed by majority of votes

### Resolution 6

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	1241225	1241225	100%	1241225	NIL	100%	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	229930	229930	100%	229930		100%	NIL
Grand Total	1471155	1471155	100%	1471155		100%	

Resolution passed by majority of votes

### Final Results

Therefore on considering both the E-Voting and Polling as detailed above,

**Resolutions 1, 2,3,4, 5 and 6 have been passed with majority of votes**



The Registers , all other papers and relevant records relating to e-voting shall remain in our safe custody until the Chairman considers , approves and signs the minutes of the aforesaid Annual General meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping .

Thanking you,  
Yours faithfully



T. BALASUBRAMANIAN,  
Practising Company Secretary,  
C.P.No. 3402  
BM & ASSOCIATES,  
Company Secretaries  
Chennai - 600035

**LIST OF RESOLUTIONS**

**Resolution 1: Adoption of Financial Statements as Ordinary Resolution**

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2014 together with the Auditors' Report and Directors' Report thereon.

**Resolution 2: Appointment of Director who retires by rotation as Ordinary Resolution**

To appoint a Director in the place of Mr.S.A.Prem kumar - (DIN 00342952) who retires by rotation being eligible offers himself for re-appointment.

**Resolution 3: To Appoint Statutory Auditors as Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there-under, M/s. V. Senthilnathan & Co, Chartered Accountants, Chennai -Firm's Regn. No: 003711S allotted by The Institute of Chartered Accountants of India, be and are hereby appointed as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration, as may be fixed in this behalf by the board of directors of the Company. "

**Resolution 4: Appointment of Mr. V.R. Subramanian as a Non Executive and Independent Director as Special Resolution**

"RESOLVED THAT subject to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per Clause 49(IA)(ii) & (iii) of the Listing Agreement, Mr.V.R.Subramanian-(DIN 02874175) be and is hereby appointed as a non executive and Independent Director of the company, to hold office for term of five consecutive years up to Annual General Meeting for the year 2019 and to receive remuneration, if any, by way of fees, reimbursement of expenses for participation in the meetings of the Board and or Committees of the Board."


**Resolution 5: Appointment of Mr. V. Narayanan as Non Executive  
Director as Special Resolution**

“RESOLVED THAT subject to the provisions of Section 149, 150, 152 , 160 and other applicable provisions if any of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per Clause 49(IA)(ii) & (iii) of the Listing Agreement Mr. V. Narayanan -(DIN 02890381) be and is hereby appointed as a non executive and Independent Director of the company, to hold office for term of five consecutive years up to Annual General Meeting for the year 2019 and to receive remuneration if any, by way of fees, reimbursement of expenses for participation in the meetings of the Board and or Committees of the Board.”

**Resolution 6: Appointment of Dr. M. Ramaswamy who was appointed as an Additional Director of the company be appointed as a Non executive and Independent Director of the company as Ordinary Resolution .**

“RESOLVED THAT subject to the provisions of Section 149, 150, 152 , 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per Clause 49(IA)(ii) & (iii) of the Listing Agreement, Dr.M.Ramasamy-(DIN 06920191) who was appointed as an Additional Director of the company be and is hereby appointed as a non executive and Independent Director of the company, to hold office for term of five consecutive years up to Annual General Meeting for the year 2019 and to receive remuneration if any, by way of fees, reimbursement of expenses for participation in the meetings of the Board and or Committees of the Board.”

  
T. BALASUBRAMANIAN,  
Practising Company Secretary,  
C.P. No. 3402  
BM & ASSOCIATES,  
Company Secretaries  
Chennai - 600035



Place : Chennai  
Date : 24/09/2014