



SOUTHERN MAGNESIUM AND CHEMICALS LIMITED

Deccan Chambers, 5th Floor, 6-3-666/B, Somajiguda, Hyderabad-500 082
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CIN : L27109TG1985PLC005303

31st ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2017 Declaration of Results of e-voting and poll

In terms of provisions of the Companies Act, 2013 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 31st Annual General Meeting (AGM). The e-voting was open from 26th September, 2017 (9.00 A.M.) to 28th September, 2017 (5.00 P.M).

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of hand was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 31st AGM, voting was conducted by means of poll for members who have not opted to vote electronically.

In accordance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Voting Results:

Date of Annual General Meeting	29 th September 2017	
Total Number of Shareholders as on Record date i.e. 22.09.2017	4054	
Number of Shareholders present in the meeting either in person or through proxy:	In person	Through Proxy
a) Promoters and Promoters group	6	0
b) Public	11	0
Number of Shareholders attended the meeting through video conferencing:	In person	Through Proxy
a) Promoters and Promoters group	Not applicable	Not applicable
b) Public	Not applicable	Not applicable

Mode of Voting:

1. Remote E-voting was conducted between September 26, 2017 (9:00 A.M) and September 28, 2017 (5:00 P.M) and
2. Poll was conducted at the AGM held on September 29, 2017.

Given below is the resolutions with combined results of e-voting and poll:

1) Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of Auditors and Directors thereon.

Resolution Required			Ordinary					
Whether promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No of shares held	No of shares polled	% of votes polled in outstanding shares	No of votes – in favor	No of votes – against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	{(3) = (2)/(1)*100}	(4)	(5)	{(6)= (4)/(2)*100}	{(7)= (5)/(2)*100}
Promoter and Promoter group	E voting	1586600	0	0	0	0	0	0
	Poll	1586600	1196542	75.42	1196542	0	100	0
	Postal ballot (if applicable)	1586600	0	0	0	0	0	0
	Total	1586600	1196542	75.42	1196542	0	100	0
Public Institutions	E voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E voting	1413400	1600	0.11	1000	600	62.5	37.5
	Poll	1413400	348100	24.63	348100	0	100	0
	Postal ballot (if applicable)	1413400	0	0	0	0	0	0
	Total	1413400	349700	24.74	349100	600	99.83	0.17
Total		3000000	1546242	51.54	1545642	600	99.96	0.04

2) Ordinary Resolution for the appointment of M/s. Brahmayya & Co., Chartered Accountants, (FRN: 000513S) as Statutory Auditors of the Company and to fix their remuneration

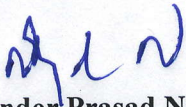
Resolution Required			Ordinary					
Whether promoter/Promoter group are interested in the agenda/ resolution?			No					
Category	Mode of voting	No of shares held	No of shares polled	% of votes polled in outstanding shares	No of votes – in favor	No of votes – against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	{(3) = (2)/(1)*100}	(4)	(5)	{(6)= (4)/(2)*100}	{(7)= (5)/(2)*100}
Promoter and Promoter group	E voting	1586600	0	0	0	0	0	0
	Poll	1586600	1196542	75.42	1196542	0	100	0
	Postal ballot (if applicable)	1586600	0	0	0	0	0	0
	Total	1586600	1196542	75.42	1196542	0	100	0
Public Institutions	E voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E voting	1413400	1600	0.11	1000	600	62.5	37.5
	Poll	1413400	348100	24.63	348100	0	100	0
	Postal ballot (if applicable)	1413400	0	0	0	0	0	0
	Total	1413400	349700	24.74	349100	600	99.83	0.17
Total		3000000	1546242	51.54	1545642	600	99.96	0.04

Based on the Scrutinizer's combined report dated 29.09.2017, all resolutions as set out in the 31st AGM notice have been passed by the members with requisite majority.

A copy of the Scrutinizer's Combined Report dated 29.09.2017 issued by D. Hanumanta Raju & Co, Company Secretaries on e-voting and poll conducted at the 31st Annual General Meeting of the company is attached herewith.

Thanking You

For Southern Magnesium and Chemicals Limited



Mr. Rajender Prasad Nuthakki
Joint Managing Director and Chief Finance Officer
Date: 29.09.2017

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CS MOHIT KUMAR GOYAL

B.COM. (Hons), LL.B., ACS
PARTNER

D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES

Scrutinizer(s) Combined Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 31st Annual General Meeting (AGM) of the members of Southern Magnesium and Chemicals Limited (the Company) held on Friday the 29th day of September, 2017 at 11.30 A.M. at Hotel I. K. London Residency, 6-3-656, Kapadia Lane, Somajiguda, Hyderabad – 500 082.

Dear Sir,

We, D. Hanumanta Raju & Co, Practising Company Secretaries, having our office at B-13, F-1, P. S. Nagar, Vijayanagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizers of Southern Magnesium and Chemicals Limited (“the Company”) having its Registered Office at Deccan Chambers, 5th Floor, 6-3-666/B, Somajiguda, Hyderabad, Telangana – 500 082 for the purpose of scrutinizing the e- voting process and physical ballot process in a fair and transparent manner & ascertaining the requisite majority on e-voting and ballot carried out as per the provisions of Companies Act, 2013 and Rule 20 and 21 of the (Management and Administration) Rules, 2014 as amended from time to time on below mentioned resolution(s), at the 31st Annual General Meeting of the Equity shareholders of Southern Magnesium and Chemicals Limited held on Friday the 29th day of September, 2017 at Hotel I. K. London Residency, 6-3-656, Kapadia Lane, Somajiguda, Hyderabad – 500 082 at 11.30 A.M. and submit our report as under:

1. The e-voting period remained open from Tuesday, 26th September, 2017 (9.00 A.M. IST) to Thursday, 28th September, 2017 (5.00 P.M. IST)
2. The shareholders holding shares as on the “cut off” date i.e. 22nd September, 2017 were entitled to vote through e-voting and those who were present on the date of AGM, and not opted to vote through e-voting were entitled to vote through physical ballot process on the resolution(s) 1 and 2 as set out in the Notice of 31st AGM of Southern Magnesium and Chemicals Limited.
3. The remote e-voting was closed on 28th September, 2017 at 5.00 P.M. IST. The votes cast were unblocked on 29th September, 2017 at 12:47 PM in the presence of two witnesses, Mr. B. Kiran Kumar and Mr. M. Santosh who are not in the employment of the company.
4. Further, on the date of Annual General Meeting, 17 members have attended and have voted through physical ballot process.
5. The result of e-voting and physical ballot is as under:



1. **Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of Auditors and Directors thereon.**

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
18	1545642	99.96

ii. Voted against the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
4	600	0.04

iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
0	0

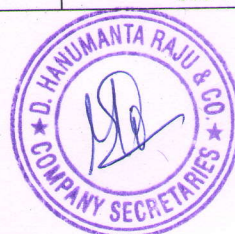
2. **Ordinary Resolution for the appointment of M/s. Brahmayya & Co., Chartered Accountants, (FRN: 000513S) as Statutory Auditors of the Company and to fix their remuneration.**

i. Voted in favour of the resolution

Number of members voted	Number of votes cast	% of total number of valid votes cast
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ii. Voted against the resolution:

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4	600	0.04

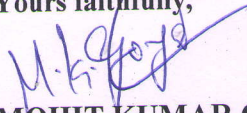


iii. Invalid votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast
0	0

6. The register, all other papers and relevant records relating to e-voting and physical ballot 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 would be handed over to Mr. Rajender Prasad Nuthakki, Jt. Managing Director & CFO for safe keeping.

Thanking You,
Yours faithfully,


MOHIT KUMAR GOYAL
ACS: 32655, C.P. No: 12751
PARTNER
D. HANUMANTA RAJU & CO.
COMPANY SECRETARIES



Place: Hyderabad
Date: 29.09.2017