

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to section 108, 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]*

To

Chairman,  
Sarup Industries Limited,  
P.O. Ramdasपुरa,  
Jalandhar

The 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sarup Industries Limited Held on 29<sup>th</sup> September, 2017 at registered office at P.O. Ramdasपुरa, Jalandhar-144003, Punjab .

Dear Sir,

I, Ankit Gandhi, Practicing Company Secretary of Ankit Gandhi & Associates, Jalandhar, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Sarup Industries Limited, held on 29.09.2017 at registered office at P.O Ramdasपुरa, Jalandhar,144003, Punjab

Submit report as under:

1. The E-Voting Period remain opened from 10.00 AM on Monday, 25.09.2017 upto 05.00 PM on Thursday, 28.09.2017.
2. The notice was sent to all the members whose names appeared in the register of Members as on 28.08.2017, who are entitled to vote on the proposed 4 (Four) resolution(s) mentioned in the Notice to the 38<sup>th</sup> Annual General Meeting of Sarup Industries Limited.
3. The Votes are unblocked on 29.09.2017 in the presence of two witnesses, namely Ms. Pushpanjali Arora and Ms. Navjyot Kaur, who are not in employment of the Company. A statement to that affect is enclosed herewith as Annexure A.
4. Thereafter, the detailed report was downloaded from the website of National Securities Depository Limited <https://www.evoting.nsdl.com>
5. As per the information provided to me, the Company has published the advertisement required under Rule 20(3) (v) of the Companies (Management and Administration) Rules, 2014, on the 28th August, 2017.
6. The voting at the time of AGM was conducted by Poll in my presence according to provisions as prescribed under the Companies Act, 2013 and Rules made therein.



*Ankit Gandhi*

The Consolidated results of the E voting and Poll are given below:

**Resolution No 1: Item No 1 of the Notice of AGM**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of Directors' and the Auditors' thereon.

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	2	850	00.03
Voting through polling paper ( in person or by proxy)	172	2454040	99.97
<b>Total</b>	<b>174</b>	<b>2454890</b>	<b>100.00</b>

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

"Invalid" Votes

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



*H. Gandhi*

**Resolution No 2: Item No 2 of the Notice of the AGM**

To declare a dividend for the Financial Year ended 31st March, 2017

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	2	850	00.03
Voting through polling paper ( in person or by proxy)	172	2454040	99.97
<b>Total</b>	<b>174</b>	<b>2454890</b>	<b>100.00</b>

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

"Invalid" Votes

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



*Shankit Gandhi*

**Resolution No 3: Item No 3 of the Notice of the AGM**

To appoint a Director in place of Ms. Lissy Jacob (DIN: 07510795) who retires by rotation and being eligible, offers himself for re-election.

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	2	850	00.03
Voting through polling paper ( in person or by proxy)	172	2454040	99.97
<b>Total</b>	<b>174</b>	<b>2454890</b>	<b>100.00</b>

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	1	256	00.01
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>256</b>	<b>00.01</b>

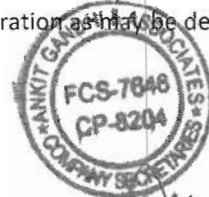
"Invalid" Votes

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Resolution No 4: Item No 4 of the Notice of the AGM**

To appointment of Auditors to hold office from the conclusion of this 38th Meeting, for 5 (Three) consecutive years till the conclusion of the 43rd Annual General Meeting of the Company in the Calendar year 2022 and in this regard, to consider and, if thought fit, to pass, with or without modification (s) the following resolution thereof as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/S VSAP & ASSOCIATES, Chartered Accountants, (Firm Registration No. 018705N) be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Y.K SUD & CO., Chartered Accountants, retiring due to mandatory rotation of Auditors )for a term of five consecutive years, to hold office from the conclusion of this 38th Annual General Meeting until the conclusion of 43rd Annual General Meeting of the Company to be held in the calendar year 2022, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be decided by the Audit Committee of the Board.



*[Handwritten signature]*

Votes "In Favour" of the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	2	850	00.03
Voting through polling paper ( in person or by proxy)	172	2454040	99.97
Total	174	2454890	100.00

Votes "Against" the Resolution

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
Total	0	0	0

"Invalid" Votes

Mode of Voting	Total number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
Total	0	0	0

Thanking you,  
For Ankit Gandhi & Associates  
Company Secretary



*Ankit Gandhi*  
Ankit Gandhi  
(Prop)  
M No. 7646

For Sarup Industries Ltd.  
COUNTERSIGNED BY

*Lissy Jacob*  
Director

Ms. Lissy Jacob  
(Din: 07510795)

Place-Jalandhar  
Date: 30.09.2017

**ANNEXURE-A**

**STATEMENT OF WITNESS AS REQUIRED TO BE  
PRESENT UNDER RULE 20 (3) (XI) OF COMPANIES  
(MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**WITNESS 1**

I, Pushpanjali Arora D/o Sh. Davinder Kumar Arora R/o EQ-69 Pacca Bagh, Jalandhar, hereby state that, I witnessed the unblocking of the votes on the website www.evoting.nsdl.com, when Mr. Ankit Gandhi, Scrutinizer appointed by the Sarup Industries Limited, unblocked the same. I further state that I am not an employee of Sarup Industries Limited,

Place: Jalandhar

Date: 30.09.2017

*Pushpanjali*

**WITNESS 2**

I, Navjyot Kaur D/o Sh. Harjit Singh R/o Arjun nagar Jalandhar, hereby state that, I witnessed the unblocking of the votes on the website www.evoting.nsdl.com, when Mr. Ankit Gandhi, Scrutinizer appointed by the Sarup Industries Limited, unblocked the same. I further state that I am not an employee of Sarup Industries Limited,

Place: Jalandhar

Date: 30.09.2017

*NKaur*