

FORM NO. MGT-13

Report of Scrutinizer(s)

[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
MSR India Limited
MSR Towers, 3RD Floor,
Road No. 36, Jubilee Hills,
Hyderabad,
Telangana - 500081.

Subject: 34th Annual General Meeting of Equity Shareholders of the Company held on Friday, 29.09.2017 at 10.30 A.M. at Plot No. D-16, Road No. 73, Phase IV, Extn, Jeddimetla, Hyderabad -500055.

Dear Sir,

1. We, S.S. Reddy & Associates, appointed as Scrutiniser for the purpose of the poll and e-voting taken on the below mentioned resolution(s), at the 34th Annual General Meeting of Equity Shareholders of the Company held on Friday, 29.09.2017 at 10.30 A.M. at Plot No. D-16, Road No. 73, Phase IV, Extn, Jeddimetla, Hyderabad -500055, submit our report as under:
2. In compliance with the provisions of Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by shareholders on the resolutions proposed in the Notice of the 34th Annual General Meeting, our responsibility as a scrutiniser is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Consolidate Scrutiniser's Report of the total votes cast in favour or against if any, to Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Security Depository Limited and the report generated electronically for voting by use of ballots at the meeting.



3. In accordance with the Notice of 34th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) ,the remote e-voting opened at 09.00 a.m on September 26, 2017 and remained open up to 05.00 p.m on September 28, 2017.
4. The equity shareholders holding shares as on September 22, 2017, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 34th Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinised and initialled by the scrutiniser. The ballots were reconciled with the records maintained by the Registrar and Transfer Agent of the Company. The voters were also scrutinised for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through facility provided by National Security Depository Limited had been blocked and the ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. The votes on remote e-voting were unblocked at 12.00 p.m ,after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against as downloaded from the e-voting website of National Security Depository Limited (www.evoting.nsdl.com) are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



(a) Resolution No.1 : Ordinary Resolution

Approval of financial statements for the year ended 31.03.2017

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	21	25,45,4128	100
Voting by Ballot	20	2,85,97,177	100
Total	41	5,40,51,305	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
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(b) **Resolution No.2: Ordinary Resolution**

Re-appointment of Mrs. K.V. Rajasekhar Reddy (DIN: 07120153) as Director of the Company, who retires by rotation

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	21	25,45,4128	100
Voting by Ballot	20	2,85,97,177	100
Total	41	5,40,51,305	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
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(c) Resolution No. 3: Ordinary Resolution

Appointment M/s. Vijay Sai Kumar & Associates., Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company at remuneration as may be fixed by the Board.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	21	25,45,4128	100
Voting by Ballot	20	2,85,97,177	100
Total	41	5,40,51,305	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
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(d) Resolution No. 4: **ORDINARY** Resolution

Appointment of Mrs. D. Bharathi (DIN 07669720) as Director of the Company

(ii) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	21	25,45,4128	100
Voting by Ballot	20	2,85,97,177	100
Total	41	5,40,51,305	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
Total	--	--	--

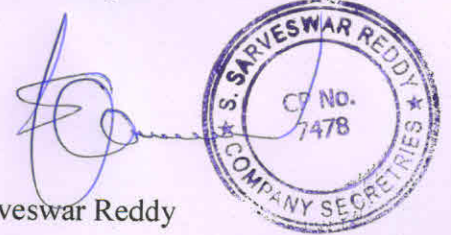
(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
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9. The poll papers and all other relevant record were sealed and handed over to the Managing Director authorized by the Board for safe keeping.

For S. S. Reddy & Associates



Place: Hyderabad
Date: 29.09.2017

S. Sarveswar Reddy
Proprietor
Scrutinizer for E- Voting Process
CP No.7478