

Annexure - II

**SURYANARAYANA UPADHYAYULA**  
Practicing Company Secretary

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**CONSOLIDATED SCRUTINIZER'S REPORT**

To,  
The Chairman of the 28<sup>th</sup> Annual General Meeting of Equity Shareholders of M/s. Madhucon Projects Limited ('the Company'), held on Saturday, 22<sup>nd</sup> September, 2018 at 3.00 P.M., at the Registered Office of the Company at Madhu Complex, 1-7-70, Jublipura, Khammam - 507003.

Dear Sir,

**Sub: Consolidated Scrutinizers Report of E-Voting process (remote e-voting), and Physical voting through Ballot Form (Poll) at the Annual General Meeting.**

1. I, Suryanarayana Upadhyayula, Company Secretary in Practice, Hyderabad, was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting) and physical voting through ballot form process (Poll) at the Annual General Meeting held on 22<sup>nd</sup> September, 2018 as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 28<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 22<sup>nd</sup> September, 2018 at 3.00 P.M. at the Registered Office of the Company at Madhu Complex, 1-7-70, Jublipura, Khammam - 507003.
2. The Registrar and Share Transfer Agent (RTA & Service Provider), M/s. Karvy Computershare Private Limited, has provided a system for recording the electronic votes of the shareholders on the items of Ordinary & Special Business sought to be transacted at the Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website <https://evoting.karvy.com>.
3. The Company has also allowed physical voting through ballot Form at the Annual General Meeting of the shareholders of the Company held on the 22<sup>nd</sup> September, 2018 at 3.00 P.M. for those shareholders, who are present at the meeting and have not opted to vote through the e-voting process.
4. The Equity Shareholders holding shares as on 15<sup>th</sup> September, 2018 being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
5. The remote e-voting period remained open from 10.00 AM on Sunday, 16<sup>th</sup> September, 2018 to 5.00 PM on Wednesday, 19<sup>th</sup> September, 2018.
6. Upon conclusion of the e-voting period, the e-voting votes were unblocked by me on 22<sup>nd</sup> September, 2018 at around 5.00 p.m. in the presence of two witnesses who are not in employment of the Company.
7. At the Annual General Meeting, Physical Ballots (Poll Paper) duly filled were deposited in ballot box kept open for voting. Upon completion, the same were un-locked in my presence.
8. On completion of voting at the Meeting, the RTA & Service Provider, M/s. Karvy Computershare Private Limited provided us with the List of Members who had cast their votes, with their holding details and details of vote on the Resolution.



9. We have collated the votes downloaded from e-voting system and ballot form physically at the Annual General Meeting to declare the final results for the resolutions forming part of the Annual General Meeting Notice and ascertained number of shares voted "in favour" or "against" or "invalid/abstained votes".

I hereby submit Consolidated Scrutinizer's Report as per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, containing the following results for the resolution under remote e-voting & physical voting through ballot at the AGM as below:

**ORDINARY BUSINESS:**

**Item No.1: Consider and adopt the audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon**

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

**Item No.2: Re-Appointment of M/s P.Murali & Co.,(FRN : 007257S) as Statutory Auditors of the Company for the F.Y. 2018-2019:**

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

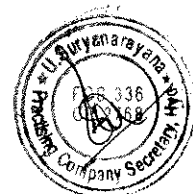
**SPECIAL BUSINESS:**

**Item No.3: Ratification for the Re-appointment of Smt.Chinthapalli Lakshimikumari (DIN:06942473) as Independent Director of the Company**

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

**Item No.4: Ratification for the Re-appointment of Sri. Madhava Rao Potla (DIN:00385838) as Independent Director of the Company:**

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>



Item No.5: Ratification for the Re-appointment of Sri. Mohammad Shafi (DIN:07178265) as Whole Time Director of the Company:

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

Item No.6: Ratification for the Appointment of Sri. Ramadas Kasaraneni (DIN:02182093) as an Independent Director and Chairman of the Company:

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

Item No.7: Increase in Remuneration of Sri Srinivasa Rao Kamma, Whole Time Director of the Company:

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

Item No.8: Approval for the remuneration of the Cost Auditor for the financial year ending on March 31, 2019:

	No. of members voted	No. of Votes Cast	% of total no. of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
<b>Total</b>	<b>35</b>	<b>43494405</b>	<b>100.00</b>

The electronic data and all other relevant records relating to the e-voting is under safe custody of the Assistant Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,



*[Signature]*  
Suryanarayana Upadhyayula  
Company Secretary  
FCS: 336  
CP NO: 2768

Place: Hyderabad

Date : 24<sup>th</sup> September, 2018

