

*Consolidated Scrutinizer's Report*  
(pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended).

To,  
The Chairman,  
33<sup>rd</sup> Annual General Meeting of Equity Share Holders of  
**Visaka Industries Limited**  
Survey No. 315, Yelumala Village, R C Puram Mandal,  
Medak Dist, Telangana – 502 300.

Dear Sir,

**Appointment as Scrutinizer:**

I, P V Ramana Kumar, Practicing Chartered Accountant, have been appointed as the Scrutinizer by the Board of Directors of Visaka Industries Limited ("the Company") for the remote and insta e-voting to be conducted at the Thirty Third Annual General Meeting (AGM) of the Company held on Saturday, July 25, 2015 at 11 AM at Survey No. 315, Yelumala Village, R C Puram Mandal, Medak Dist, Telangana – 502 300.

**Dispatch of Notice convening the Meeting:**

The Company has informed that, on the basis of the Register of Members maintained by the Registrar and Transfer Agents of the Company and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM:

The Total number of Members of the Company as on the date of 19<sup>th</sup> June, 2015 was 16,442 to all of whom the notice was dispatched.

**Cut-off Date:**

The Voting rights were reckoned as on Saturday, July 18, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.

**Remote E-voting:**

**Agency:** The Company had appointed M/s. Karvy Computershare Private Limited (Karvy) as the agency for providing the remote e-voting platform.

**Remote e-voting:** Remote e-voting platform was open from 9 AM (IST) on Tuesday, July 21, 2015 to 5 PM (IST) on Friday, July 24, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by Karvy.



### **Voting at the AGM:**

As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly, Karvy, the e-voting Agency provided us with the names, DP id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

Karvy has provided assistance in conducting E-Voting at the meeting and also made arrangements through electronic voting and Polling Paper. In the Meeting the shareholders opted for Insta E-Voting only.

The Company's Management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting on the resolutions contained in the Notice dated 7<sup>th</sup> May, 2015 to shareholders of the Company.

As a Scrutinizer E-voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on the E-voting of shareholders of the Company and the reports generated from the E-voting system provided by Karvy Computershare Private Limited for both remote and insta electronic voting.

### **Counting Process**

On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents with respect to the authorizations / proxies lodged with the Company.

I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. They witnesses have also signed this Report in confirmation of the votes being unblocked in their presence. Required data was provided by Karvy on the remote and insta e-voting conducted at the AGM Venue.

### **Voting**

I observed that:

18 Members had cast their votes through remote e-voting.

58 Members/ Proxies have cast their votes electronically at the Meeting.

The consolidated Results with respect to each items on the agenda as set out in the Notice of the Thirty Three AGM dated 7<sup>th</sup> May, 2015 is enclosed.



Witnesses:

1. *B.V. Saravana Kumar*  
(B.V. SARAVANA KUMAR)

2. *Ravi Kumar A.*  
(RAVI KUMAR, A.)

P V Ramana Kumar,  
Chartered Accountant,  
Mno 207493.



Date: July 27, 2015.  
Place: Hyderabad

### Consolidated Results

Item No. 1 – To consider and adopt Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of Board of Directors of the Company and Statutory Auditors thereon as on that date:

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3,369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3,369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.



Consolidated Results

Item No. 2 -To declare Dividend for the financial year ended March 31, 2015

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Consolidated Results

Item No. 3 -To Appoint a Director in place of Sri Nagam Krishna Rao who retires by rotation being eligible offers himself for reappointment.

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%



No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

### Consolidated Results

#### Item No. 4 – To Appoint Auditors of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.



Consolidated Results

Item No. 5 – To Appoint Shri. P. Srikar Reddy as an Independent Director of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Consolidated Results -

Item No. 6 – To Appoint Shri. V. Vallinath as Whole-Time Director and CFO of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%



No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

### Consolidated Results

Item No. 7 – To Appoint Shri. J. P. Rao as Whole-time Director of the Company.

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.



## Consolidated Results

Item No. 8 – To Ratify remuneration of M/s. Sagar & Associates, Cost Auditors for Financial Year ended March 31, 2015

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.





## Consolidated Results

Item No. 9 – To Approval to re-appoint M/s. Sagar & Associates, Cost Accountants as Cost Auditors for Financial year end March 31, 2016.

	Number of Members / Proxies			Number of votes contained in			%
	Remote E- voting (Members Only)	Insta E- Voting (Members/ Proxy)	Total	Remote E- voting (Members Only)	Insta E- Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.



## Consolidated Results

Item No. 10 – To Approve to keep Register of Members etc., U/s.88 and 92 of the Act, together with copies of certificates and documents required to be annexed thereto at the new office premises of the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited or at the corporate office of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	Remote E-voting (Members Only)	Insta E-Voting (Members/ Proxy)	Total	
No. of votes cast in favour/ Assent	18	58	76	82,29,141	3369	82,32,510	100%
No. of votes cast against / Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	18	58	76	82,29,141	3369	82,32,510	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

  
 P.V. Ramana Kumar,  
 Chartered Accountant  
 Mno 207493.

Date: July 27, 2015.  
Place: Hyderabad