

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

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

To  
Chairman,  
Sarup Industries Limited,  
P.O. Ramdaspora,  
Jalandhar

The 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sarup Industries Limited Held on September 29<sup>th</sup>, 2015 at registered office at PO Ramdaspora, Jalandhar-144003, Punjab

Dear Sir,

I, Rahul Sharma, Partner of Puneet Oberoi & Co, Chartered Accountants, Jalandhar, appointed as Scrutinizer(s) for the purpose of the e-voting & poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Sarup Industries Limited, held on 29.09.2015 at registered office at P.O Ramdaspora, Jalandhar, 144003, Punjab .

I, hereby, submit report as under:

1. The E-Voting Period remain opened from 09.00 AM on Saturday, 26.09.2015 upto 05.00 PM on Monday, 28.09.2015.
2. The notice was sent to all the members whose names appeared in the Register of Members as on 28.08.2015, who are entitled to vote on the proposed 9 (Nine) resolution(s) mentioned in the Notice to the 36<sup>th</sup> Annual General Meeting of Sarup Industries Limited.
3. The Votes are unblocked on 29.09.2015 in the presence of two witnesses, namely Mr. Sandeep Singh and Ms. Pushpanjali Arora, 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 29th August, 2015.
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.



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

#### **A. 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 31<sup>st</sup> March, 2015, together with the Reports of the Directors and the Auditors thereon.

##### Consolidated Results

##### Votes 'in Favour' of the resolutions

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	4	1346	0.06
Voting through polling paper(in person or by proxy)	195	2438338	99.94
<b>Total</b>	<b>199</b>	<b>2439684</b>	<b>100</b>

##### Votes 'against' the resolutions

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 (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### **B. Resolution No 2: Item No 2 of the Notice of AGM**

To declare dividend for the financial year ended 31<sup>st</sup> March, 2015.

##### Consolidated Results

##### Votes 'in Favour' of the resolutions

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	4	1346	0.06
Voting through polling paper(in person or by proxy)	195	2438338	99.94
<b>Total</b>	<b>199</b>	<b>2439684</b>	<b>100</b>



**Votes 'against' the resolutions**

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 (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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

To appoint a Director in place of Smt. Manjit Bawa (DIN: 00851617) who retires by rotation and, being eligible, offers herself for re-election.

**Consolidated Results****Votes 'in Favour' of the resolutions**

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	3	1050	0.043
Voting through polling paper(in person or by proxy)	195	2438338	99.95
<b>Total</b>	<b>198</b>	<b>2439388</b>	<b>99.98</b>

**Votes 'against' the resolutions**

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	296	.012
Voting through polling paper(in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>296</b>	<b>.012</b>

**'Invalid' Votes**

Mode of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





#### D. Resolution No 4: Item No 4 of the Notice of AGM

To ratify the appointment of Auditors, to hold office for 3 (Three) consecutive years from 35th Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company in the Calendar year 2017 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit & Auditors) Rules, 2014, M/s Y.K. Sud & Co. (Firm Registration No. 16875), Chartered Accountants, who were appointed as Auditors of the Company, to hold office from the conclusion of 35th Annual General Meeting, for three consecutive years until the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2017, be and is hereby ratified by the shareholders in this 36<sup>th</sup> Annual General Meeting of the Company and that they shall be paid such remuneration as fixed by the Board of Directors of the Company."

#### Consolidated Results

##### Votes 'in Favour' of the resolutions

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	4	1346	0.06
Voting through polling paper(in person or by proxy)	195	2438338	99.94
<b>Total</b>	<b>199</b>	<b>2439684</b>	<b>100</b>

##### Votes 'against' the resolutions

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 (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### E. Resolution No 5: Item No 5 of the Notice of AGM

##### **Appointment of Director**

To appoint Mr. Lajpat Sangwan (DIN: 07035654) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:



**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Lajpat Sangwan (DIN: 07035654), who was appointed as an Additional Director of the Company by the Board of Directors on December 23, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Lajpat Sangwan for the office of the Director of the Company, be and is hereby elected and appointed as an Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

#### Consolidated Results

##### Votes 'in Favour' of the resolutions

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	4	1346	0.06
Voting through polling paper(in person or by proxy)	193	2438334	99.94
<b>Total</b>	<b>197</b>	<b>2439680</b>	<b>99.99</b>

##### Votes 'against' the resolutions

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	0.01
Voting through polling paper(in person or by proxy)	2	4	0
<b>Total</b>	<b>2</b>	<b>4</b>	<b>0.01</b>

##### 'Invalid' Votes

Mode of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### **F. Resolution No 6: Item No 6 of the Notice of AGM**

##### **Re-appointment of Managing Director**

To approve continuation of employment of Mr. Atamjit Singh Bawa (DIN: 00807400) as a Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:





**“RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Atamjit Singh Bawa (DIN: 00807400) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of five years with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2020 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Atamjit Singh Bawa, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

#### Consolidated Results

##### Votes ‘in Favour’ of the resolutions

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	3	1050	0.043
Voting through polling paper(in person or by proxy)	195	2438338	99.95
<b>Total</b>	<b>198</b>	<b>2439388</b>	<b>99.98</b>

##### Votes ‘against’ the resolutions

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	296	.012
Voting through polling paper(in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>296</b>	<b>.012</b>

##### ‘Invalid’ Votes

Mode of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



## G. Resolution No 7: Item No 7 of the Notice of AGM

### Re-appointment of Whole-Time Director

To approve continuation of employment of Mr. Simarjit Singh Bawa (DIN: 00851651) as a Whole-Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Simarjit Singh Bawa (DIN: 00851651) as the Whole-Time Director of the Company under the Companies Act, 2013 to be designated as Whole-Time Director for a period of five years with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2020 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Simarjit Singh Bawa, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### Consolidated Results

#### Votes ‘in Favour’ of the resolutions

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	3	1050	0.043
Voting through polling paper(in person or by proxy)	195	2438338	99.95
<b>Total</b>	<b>198</b>	<b>2439388</b>	<b>99.98</b>

#### Votes ‘against’ the resolutions

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	296	.012
Voting through polling paper(in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>296</b>	<b>.012</b>





**'Invalid' Votes**

Mode of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**H. Resolution No 8: Item No 8 of the Notice of AGM****Appointment of Independent Director**

To appoint Mr. Ashwani Arora (DIN: 01809365) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ashwani Arora (DIN: 01809365), a Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29<sup>th</sup> September, 2015 to 28th September, 2020(both days inclusive).

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**Consolidated Results****'Votes 'in Favour' of the resolutions**

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	4	1346	0.05
Voting through polling paper(in person or by proxy)	192	2438331	99.94
<b>Total</b>	<b>196</b>	<b>2439677</b>	<b>99.99</b>

**Votes 'against' the resolutions**

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	3	7	0.01
Voting through polling paper(in person or by proxy)	0	0	0
<b>Total</b>	<b>3</b>	<b>7</b>	<b>0.01</b>





**'Invalid' Votes**

Mode of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I. Resolution No 9: Item No 9 of the Notice of AGM****To Appointment of Independent Director**

To appoint Mr. Surinder Singh Cheema (DIN: 07273630) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Surinder Singh Cheema (DIN: 07273630), a Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29<sup>th</sup> September, 2015 to 28th September, 2020(both days inclusive).

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**Consolidated Results****Votes 'in Favour' of the resolutions**

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	4	1346	0.06
Voting through polling paper(in person or by proxy)	195	2438338	99.94
<b>Total</b>	<b>199</b>	<b>2439684</b>	<b>100</b>

**Votes 'against' the resolutions**

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 (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Voting through polling paper(in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Thanking you,

For Puneet Oberoi & Co.  
Chartered Accountants

Partner  
(Rahul Sharma)  
M No. 524870



Place: Jalandhar  
Dated: 30.09.2015

**ANNEXURE-A**

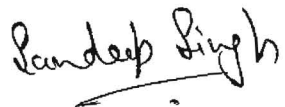
**STATEMENT OF WITNESS AS REQUIRED TO BE  
PRESENT UNDER RULE 20 (3)(XI) OF COMPANIES  
(MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**WITNESS 1**

I, Sandeep Singh S/o Sh. Gajjan Singh R/o 122, New Anand Nagar, Jalandhar, hereby state that, I witnessed the unblocking of the votes on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), when Mr. Rahul Sharma, 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: 30.09.2015

Sign: 

**WITNESS 2**

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](http://www.evoting.nsdl.com), when Mr. Rahul Sharma, 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: 30.09.2014

Sign: 