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**"COMBINED REPORT ON REMOTE E-VOTING & POLL"**

**M/s MID INDIA INDUSTRIES LIMITED**

**24<sup>TH</sup> ANNUAL GENERAL MEETING**

**28<sup>TH</sup> SEPTEMBER 2015**

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**CS L.N. JOSHI**

**L.N. JOSHI & COMPANY, COMPANY SECRETARIES**

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**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL**

To,  
**The Chairman,**  
**24<sup>th</sup> Annual General Meeting of**  
Mid India Industries Limited,  
Textile Mill Area, Station Road,  
Mandsaur (M.P.)-458001

Dear Sir,

**SUB: Passing of Resolution through Remote E-Voting and poll conducted at 24<sup>th</sup> Annual General Meeting of Mid India Industries Limited held on Monday 28<sup>th</sup> September, 2015 at 1.00 P.M.**

**1. I, L. N Joshi, Practicing Company Secretary, has been appointed as a Scrutinizer by-**

- (i) The Board of Directors of Mid India Industries Limited for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions to be passed at the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Monday, 28<sup>th</sup> September, 2015.
- (ii) The Chairman of the 24<sup>th</sup> Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the AGM of the members of the Company held on Monday, 28<sup>th</sup> September, 2015 at Registered Office of the Company situated at Textile Mill Area, Station Road, Mandsaur (M.P.)-458001

2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to Remote E-voting and Poll on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above based on the reports generated from the Remote E-voting system provided by National Securities Depository Limited and also at the time of Poll at AGM.

**3. Cut-Off Date**

The voting rights were reckoned on Monday, 21<sup>st</sup> September 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.



#### **4. Remote E-Voting**

##### **4.1 Agency:**

The Company had taken the services of National Securities Depository Limited (NSDL) for providing the remote E-Voting Platform.

##### **4.2 Remote E-Voting:**

Remote E-Voting platform remained open from Friday, 25<sup>th</sup> September 2015 (9.00 A.M.) up to Sunday, 27<sup>th</sup> September 2015 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolutions, on the e-voting platform provided by NSDL.

#### **5. Voting at AGM**

5.1 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 General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only 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.

5.2 Accordingly NSDL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, the chairman announced the poll at the Annual General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.

#### **6. RESULTS**

6.1 I observed that

- a) 14 members had cast their votes through remote E-voting.
- b) 25 members had cast their votes through poll conducted at the meeting.

I have issued separate Scrutinizer's Report for the Remote E-voting and on the Poll for the resolutions contained in the Notice to the AGM. Copy of the same are enclosed with this report. Further, I submit herewith my combined report on the results of Remote E-voting and Poll as under-



### Item No. 1-Ordinary Resolution

Receive, Consider & Adopt Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2015, the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	14	7763283	98.12%
Poll	25	148700	1.88%
<b>Total</b>	<b>39</b>	<b>7911983</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

### Item No. 2- Ordinary Resolution

Appoint a Director in place of Mr. Pradeep Kumar Ganediwal (DIN: 00020385), who retires by rotation & being eligible offers himself for retirement

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	14	7763283	98.12%
Poll	25	148700	1.88%
<b>Total</b>	<b>39</b>	<b>7911983</b>	<b>100%</b>



(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	Nil	Nil

### Item No. 3-Ordinary Resolution

#### Appointment of M/s KVNG & Associates, Chartered Accountants, (FRN No 002628C) as Statutory Auditor of the Company

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	13	7763083	98.12%
Poll	25	148700	1.88%
<b>Total</b>	38	7911783	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	Negligible
Poll	NIL	NIL	NIL
<b>Total</b>	1	200	Negligible



(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	Nil	Nil

**Item No. 4 - Ordinary Resolution**

**Appointment of Smt. Deepika Gandhi (DIN: 07017162) as an Independent Director of the Company.**

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	13	7763083	98.12%
Poll	25	148700	1.88%
<b>Total</b>	38	7911783	100%

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	Negligible
Poll	NIL	NIL	NIL
<b>Total</b>	1	200	Negligible

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	Nil	Nil



### Item No. 5- Ordinary Resolution

#### Appointment of Shri Sanjay Singh (DIN: 01548011) as a Managing Director of the Company

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	13	7763083	98.12%
Poll	25	148700	1.88%
<b>Total</b>	<b>38</b>	<b>7911783</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	Negligible
Poll	NIL	NIL	NIL
<b>Total</b>	<b>1</b>	<b>200</b>	<b>Negligible</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

### Item No. 6- Special Resolution

#### Adoption of New Set of Articles of Association

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	13	7763083	98.12%
Poll	25	148700	1.88%
<b>Total</b>	<b>38</b>	<b>7911783</b>	<b>100%</b>



(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	Negligible
Poll	NIL	NIL	NIL
<b>Total</b>	<b>1</b>	<b>200</b>	<b>Negligible</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	Nil	Nil
Poll	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at 24<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015.**

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchanges accordingly not later than three days of conclusion of 24<sup>th</sup> Annual General Meeting.

Thanking you,

Yours Faithfully,  
  
Scrutinizer

L.N. Joshi  
Practicing Company Secretary  
FCS: 5201; CP: 4216



To be Countersigned by Chairman

  
Sarjay Singh

Place: Indore  
Date: 30<sup>th</sup> September, 2015