

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4){xii} of the  
Companies(Management and Administration} Rules,2014}

To,

The Chairman,

32<sup>nd</sup>(Thirty Second) Annual General Meeting (AGM) of the Equity Shareholders of Sika Interplant Systems limited held on Thursday, September 27, 2018 at 10:00 A.M at the Hotel Ajantha, 22 M.G. Road, Bangalore 560001, Karnataka 560001.

Dear Sir,

1. I, Gauri Balankhe, Practicing Company Secretary, at # 46/2, 2<sup>nd</sup> Floor, Narasimha Towers, 4th Cross, Malleshwaram Bangalore-560003, was appointed as Scrutinizer by the Board of Directors of Sika Interplant Systems limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules,2015) in respect of the below mentioned resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 27, 2018 at 10:00 A.M at Hotel Ajantha, 22 M.G. Road, Bangalore 560001, Karnataka 560001, submit my report as under:
2. The compliance with the provisions of the 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 the shareholders on the resolution proposed in the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
3. In accordance with the Notice of the 32<sup>nd</sup> 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 Monday, 24 September 2018 at 9:00 a.m. (1ST)and ends on Wednesday 26 September 2018 at 5:00 p.m. {1ST}.

4. The Equity shareholders holding shares as on September 21, 2018, "cut-off date", were entitled to vote on the resolution stated in the Notice of the 32<sup>nd</sup> 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 scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents (H&TA) of the Company and the authorization / proxies lodged with the Company. The voters were also scrutinized 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 NSDL facility had been blocked and 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 around 11.27 A.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 were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evotingindia.com>) and the same 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 -1; Ordinary Resolution

Adoption of financial statements for the financial year ended 31<sup>st</sup> March 2018 and reports thereto.

To adopt audited financial statements (including consolidated financial statements) of the Company and reports of the Board of Directors and Auditors for the financial year ended March 31, 2018.

(i) Voted in favour of the resolution'

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	3041678	98.28
Voting by ballot	25	52821	1.71
Total	32	3094499	99.98

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	2	525	0.02
Voting by ballot	-	-	-
Total	2	525	0.02

(iii) Invalid votes'

Mode of voting	Number of members voted	Number of votes cast by them
e-voting	-	-
Voting by ballot	1	1
Total	1	1

b) Resolutions -2: Ordinary Resolution

Declaration of dividend for the financial year 2017-18

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	3041678	98.28
Voting by ballot	25	52821	1.71
Total	32	3094499	99.98

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	2	525	0.02
Voting by ballot	-	-	-
Total	2	525	0.02

(iii) Invalid votes;

Mode of voting	Number of members voted	Number of votes cast by them
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e-voting	-	-
Voting by ballot	1	1
Total	1	1

c) Resolutions -3: Ordinary Resolution

Appointment of Director Mr.Kunal Sikka (DIN:0524807) retiring by rotation

The consent of the Shareholders for appointment of Mr.Kunal Sikka as a Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	3041678	99.28
Voting by ballot	25	52821	1.71
Total	32	3094499	99.98

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	2	525	0.02
Voting by ballot	-	-	-
Total	2	525	0.02

(iii) Invalid votes'

Mode of voting	Number of members voted	Number of votes cast by them
e-voting	-	-
Voting by ballot	1	1
Total	1	1

d) Resolutions -4: Ordinary Resolution

Re-Appointment of Statutory Auditors

The consent of the Shareholders for Re-appointment of B.N.Subramanya & Co. Chartered Accountants as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number
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e-voting	7	3041678	99.28
Voting by ballot	25	52821	1.71
Total	32	3094499	99.98

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	2	525	0.02
Voting by ballot	-	-	-
Total	2	525	0.02

(iii) Invalid votes'

Mode of voting	Number of members voted	Number of votes cast by them
e-voting	-	-
Voting by ballot	1	1
Total	1	1

e) Resolutions -5: Special Resolution

Approval for Loan to Subsidiary.

The consent of the Shareholders for granting Loan to Subsidiary up to an aggregate sum of Rs.2,00,00,000/- (Rupees Two Crores only).

(ii) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	7	3041678	99.28
Voting by ballot	25	52821	1.71
Total	32	3094499	99.98

(ii) Voted against the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
e-voting	2	525	0.02
Voting by ballot	-	-	-
Total	2	525	0.02

(iii) Invalid votes:

Mode of voting	Number of	Number of votes
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Gauri Balankhe  
Practicing Company Secretary

No. 46/2, Narasimha Towers, 4th Cross,  
Malleshwaram, Bangalore- 560003  
Monile: 9611108007, Office: 40918381  
Email-ID:gaurLacs@gmail.com

	members voted	cast by them
e-voting	-	-
Voting by ballot	1	1
Total	1	1

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 32<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Place: Bangalore  
Dated: 2th September, 2018

Gauri Balankhe  
Practising Company Secretary  
Membership No: FCS7786  
C.I No: 8588

GAURI BALANKHE  
Company Secretary  
CP. No. 8588  
M. No. FCS 7786