



**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**SCRUTINIZER'S REPORT**

To,  
Chairman  
**MIDLAND POLYMERS LIMITED**  
101, 1st Floor 251, Nayapura,  
Pathar Godam, Indore,  
Madhya Pradesh 452003.

Dear Sir,

**Sub: Scrutinizer's Report on combined e-voting and poll of M/s. MIDLAND POLYMERS LIMITED Reg.,**

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I, Y. Koteswara Rao, a Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of M/s. MIDLAND POLYMERS LIMITED for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and also by the Chairman of the 29<sup>th</sup> Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 23<sup>rd</sup> Annual General Meeting of the members of the Company, held on Wednesday, 30<sup>th</sup> September, 2015 at 101, 1st Floor 251, Nayapura, Pathar Godam, Indore, Madhya Pradesh 452003.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 23<sup>rd</sup> Annual General Meeting of the members of the Company held on 30<sup>th</sup> September, 2015. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Limited, the authorised agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through Ballot paper) at Annual General Meeting. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:





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**COMBINED RESULTS**

Item No. of the Notice	Type of Resolution	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
			No. of votes	% of votes casted	No. of votes	% of votes casted
1. Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	1,75,67,780	1,75,67,780	100.00	00	0.00
2. To appoint a Director in place of Shri S N Rathi, who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary	1,75,67,780	1,75,67,780	100.00	00	0.00
3. To Appoint Auditors and Fix their Remuneration.	Ordinary	1,75,67,780	1,75,67,780	100.00	00	0.00
4. Appointment of Smt USHA RATHI as Woman Director of the Company	Ordinary	1,75,67,780	1,75,67,780	100.00	00	0.00

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered have been passed.

Place: Hyderabad  
Date: 01.10.2015



  
**Y. KOTESWARA RAO**  
Practicing Company Secretary  
**Name & Signature of Scrutinizer**  
**ACS: 3785**  
**CP No. : 7427**





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**VOTING RESULTS AS PER THE CLAUSE FORMAT PRESCRIBED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

**Details of the voting results:**

<b>A</b>	<b>Name of the Company</b>	MIDLAND POLYMERS Ltd		
<b>B</b>	<b>Date of AGM</b>	30 <sup>th</sup> September, 2015		
<b>C</b>	<b>Book Closure Date</b>	26 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015 (both days inclusive)		
<b>D</b>	<b>Total Share holders as on record date</b>	184		
<b>E</b>	<b>No. of share holders present in the meeting either in person or through proxy.</b>			
	<b>Share Holders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>
	Promoter and promoter group	0	1	1
	Public	28	7	35
	Total	28	8	36
<b>F</b>	<b>No. of share holders attended the meeting through video conferencing.</b>  ➤ Promoter and promoter group ➤ Public	<b>Not arranged</b>		

**Agenda -wise:**

<b>Item No.</b>	<b>Details of the Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</b>
1.	Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	Poll and E-Voting
2.	To appoint a Director in place of Shri S N Rathi, who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary	Poll and E-Voting
3.	To Appoint Auditors and Fix their Remuneration.	Ordinary	Poll and E-Voting
4.	Appointment of Smt USHA RATHI as Woman Director of the Company.	Ordinary	Poll and E-Voting





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**VOTING RESULTS**

**Poll and E-Voting:**

**1. Adoption of Audited Annual Accounts as at 31<sup>st</sup> March, 2015 - Ordinary Resolution**

**MODE OF VOTING – E-VOTING AND POLL**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,22,66,000	1,22,66,000	9.03	1,22,66,000	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	12,36,08,700	53,01,780	3.90	53,01,780	0	100.00	0.00
<b>Total</b>	<b>13,58,74,700</b>	<b>1,75,67,780</b>	<b>12.93</b>	<b>1,75,67,780</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes casted in favour of the Ordinary Resolution is **1,75,67,780 (100.00 %** of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





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<b>2. To appoint a Director in place of Shri S N Rathi, who retires by rotation, and being eligible, offers herself for re-appointment- Ordinary Resolution</b>							
<b>MODE OF VOTING – E-VOTING AND POLL</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	1,22,66,000	1,22,66,000	9.03	1,22,66,000	0	100.00	0.00
<b>Public – Institutional holders</b>	0	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	12,36,08,700	53,01,780	3.90	53,01,780	0	100.00	0.00
<b>Total</b>	<b>13,58,74,700</b>	<b>1,75,67,780</b>	<b>12.93</b>	<b>1,75,67,780</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes casted in favour of the Ordinary Resolution is **1,75,67,780 (100.00 %** of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.







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**3. To Appoint Auditors and fix their Remuneration- Ordinary Resolution**

**MODE OF VOTING – E-VOTING AND POLL**

Promoter/PUBLIC	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,22,66,000	1,22,66,000	9.03	1,22,66,000	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	12,36,08,700	53,01,780	3.90	53,01,780	0	100.00	0.00
<b>Total</b>	<b>13,58,74,700</b>	<b>1,75,67,780</b>	<b>12.93</b>	<b>1,75,67,780</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes casted in favour of the Ordinary Resolution is **1,75,67,780 (100.00 %** of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





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<b>4. Appointment of Smt. USHA RATHI as Woman Director of the Company- Ordinary Resolution</b>							
<b>MODE OF VOTING – E-VOTING AND POLL</b>							
Promoter/Publ ic	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2) /(1)]*100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	1,22,66,000	1,22,66,000	9.03	1,22,66,000	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	12,36,08,700	53,01,780	3.90	53,01,780	0	100.00	0.00
<b>Total</b>	<b>13,58,74,700</b>	<b>1,75,67,780</b>	<b>12.93</b>	<b>1,75,67,780</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes casted in favour of the Special Resolution is **1,75,67,780 (100.00 %** of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.

Place: Hyderabad  
Date: 01.10.2015



  
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**Name & Signature of Scrutinizer**  
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