

## 33<sup>rd</sup> ANNUAL GENERAL MEETING HELD ON 30<sup>TH</sup> SEPTEMBER, 2019

### Declaration of Results of e-voting and poll

In terms of provisions of the Companies Act, 2013 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 33<sup>rd</sup> Annual General Meeting (AGM). The e-voting was open from 27<sup>th</sup> September, 2019 (9.00 A.M. IST) to 29<sup>th</sup> September, 2019 (5.00 P.M. IST).

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of hand was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 33<sup>rd</sup> AGM, voting was conducted by means of poll for members who have not opted to vote electronically.

In accordance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Voting Results:

Date of Annual General Meeting	30 <sup>th</sup> September 2019	
Total Number of Shareholders as on Record date i.e. 21.09.2019	3944	
Number of Shareholders present in the meeting either in person or through proxy:	In person	Through Proxy
a) Promoters and Promoters group	12	0
b) Public	5	0
Number of Shareholders attended the meeting through video conferencing:	In person	Through Proxy
a) Promoters and Promoters group	Not applicable	Not applicable
b) Public	Not applicable	Not applicable

#### Mode of Voting:

1. Remote E-voting was conducted between September 27, 2019 (9:00 A.M. IST) and September 29, 2019 (5:00 P.M. IST) and
2. Poll was conducted at the AGM held on September 30, 2019.

Given below is the resolutions with combined results of e-voting and poll:

### Resolution(1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of Auditors and Directors thereon.						
Category	Mode of voting	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	E-Voting	1600900	0	0	0	0	0	0
	Poll		1306602	81.6167	1306602	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600900	1306602	81.6167	1306602	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	1399100	100	0.0071	0	100	0	100
	Poll		382101	27.3105	382101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1399100	382201	27.3176	382101	100	99.9738
Total		3000000	1688803	56.2934	1688703	100	99.9941	0.0059

### Resolution(2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To reappoint Mr. Nuthakki Ravi Prasad (DIN: 00319537) as Managing Director and Chief Executive Officer (CEO) of the company.				
Category	Mode of voting	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	E-Voting	1600900	0	0	0	0	0	0
	Poll		536696	33.5246	536696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600900	536696	33.5246	536696	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1399100	100	0.0071	0	100	0	100
	Poll		382101	27.3105	382101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1399100	382201	27.3176	382101	100	99.9738
Total		3000000	918897	30.6299	918797	100	99.9891	0.0109

### Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered:				To reappoint Mr. Nuthakki Rajender Prasad (DIN: 00145659) as Joint Managing Director and Chief Financial Officer (CFO) of the company.				
Category	Mode of voting	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	E-Voting	1600900	0	0	0	0	0	0
	Poll		536696	33.5246	536696	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600900	536696	33.5246	536696	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	1399100	100	0.0071	0	100	0	100
	Poll		382101	27.3105	382101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1399100	382201	27.3176	382101	100	99.9738
Total		3000000	918897	30.6299	918797	100	99.9891	0.0109

### Resolution(4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr. Surya Sesha Prakash Valluru (DIN: 02661625) as an Independent Director.						
Category	Mode of voting	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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1600900	0	0	0	0	0	0
	Poll		1306602	81.6167	1306602	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600900	1306602	81.6167	1306602	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1399100	100	0.0071	0	100	0	100
	Poll		382101	27.3105	382101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1399100	382201	27.3176	382101	100	99.9738
Total		3000000	1688803	56.2934	1688703	100	99.9941	0.0059

### Resolution (5)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Eshwariah Kaparthi (DIN: 02728256) as an Independent Director.				
Category	Mode of voting	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	E-Voting	1600900	0	0	0	0	0	0
	Poll		1306602	81.6167	1306602	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600900	1306602	81.6167	1306602	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	1399100	100	0.0071	0	100	0	100
	Poll		382101	27.3105	382101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1399100	382201	27.3176	382101	100	99.9738
Total		3000000	1688803	56.2934	1688703	100	99.9941	0.0059

### Resolution (6)


Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr. G. Raghavendra Rao (DIN: 00470659) as an Independent Director.						
Category	Mode of voting	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	E-Voting	1600900	0	0	0	0	0	0
	Poll		1306602	81.6167	1306602	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1600900	1306602	81.6167	1306602	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	1399100	100	0.0071	0	100	0	100
	Poll		382101	27.3105	382101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1399100	382201	27.3176	382101	100	99.9738
Total		3000000	1688803	56.2934	1688703	100	99.9941	0.0059

Based on the Scrutinizer's combined report dated 30.09.2019, all resolutions as set out in the 33<sup>rd</sup> AGM notice have been passed by the members with requisite majority.

A copy of the Scrutinizer's Combined Report dated 30.09.2019 issued by D. Hanumanta Raju & Co, Company Secretaries on e-voting and poll conducted at the 33<sup>rd</sup> Annual General Meeting of the company is attached herewith.

Thanking You,

For Southern Magnesium and Chemicals Limited



N Rajender Prasad  
Jt. Managing Director and Chief Finance Officer

Date: 30.09.2019



**Scrutinizer(s) Combined Report**

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To

The Chairman of 33<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Southern Magnesium And Chemicals Limited held on Monday, 30<sup>th</sup> September, 2019 at 11.30 A.M at Hotel I. K. London Residency, 6-3-656, Kapadia Lane, Somajiguda, Hyderabad – 500 082, Telangana.

Dear Sir,

I, Mohit Kumar Goyal, Partner, D. Hanumanta Raju & Co, Practicing Company Secretaries, having our office at B-13, F-1, P.S. Nagar, Vijay Nagar Colony, Hyderabad – 500 057, have been appointed as Scrutinizer of Southern Magnesium And Chemicals Limited (“the Company”) having its Registered Office at Deccan Chambers, 5<sup>th</sup> Floor, 6-3-666/B, Somajiguda, Hyderabad – 500 082 for the purpose of scrutinizing the e- voting process and ballot process in a fair and transparent manner & ascertaining the requisite majority on e-voting and ballot carried out as per the provisions of Companies Act, 2013 and Rule 20 & 21 of the (Management and Administration) Rules, 2014 as amended from time to time on below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Southern Magnesium And Chemicals Limited held on Monday, 30<sup>th</sup> September, 2019 at 11.30 A.M at Hotel I. K. London Residency, 6-3-656, Kapadia Lane, Somajiguda, Hyderabad – 500 082, Telangana.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical ballot process on the resolutions contained in the notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting and physical ballot process is restricted to make Scrutinizer’s report of the votes cast “in favour” or “against” the resolutions stated in the Notice of the of 33<sup>rd</sup> Annual General Meeting, based on the reports generated by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company and the ballots received physically at the 33<sup>rd</sup> Annual General Meeting (AGM).

I submit my report as under:

1. The e-voting period remained open from Friday, 27<sup>th</sup> September, 2019 (9.00 A.M. IST) to Sunday, 29<sup>th</sup> September, 2019 (5.00 P.M. IST)



2. The shareholders holding shares as on the "cut off" date i.e. 21<sup>st</sup> September, 2019 were entitled to vote through e-voting and those who were present on the date of AGM, and not opted to vote through e-voting were entitled to vote through physical ballot process on the resolution(s) 1 to 6 as set out in the Notice of 33<sup>rd</sup> AGM of Southern Magnesium And Chemicals Limited.
3. The remote e-voting was closed on 29<sup>th</sup> September, 2019 at 5.00 P.M. The votes cast were unblocked on 30.09.2019 at 12:44 P.M in the presence of 2 witnesses, Mr. Mohd. Hafiz Mansoor and Mr. A Sawan Kumar, who are not in the employment of the company.

Thereafter, the details containing, inter-alia list of equity shareholders, who voted "in favour" or "against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL).

4. Further, on the date of Annual General Meeting, 17 members have voted through physical ballot process.
5. The result of e-voting as well as physical ballot is as under:

**Item No. 1:-**

**Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of Auditors and Directors thereon.**

- (i) Voted In favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
17	1688703	99.99

- (ii) Voted Against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	100	0.01



(iii) Invalid Votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0

**Item No. 2:-**

Special Resolution to reappoint Mr. Nuthakki Ravi Prasad (DIN: 00319537) as Managing Director and Chief Executive Officer (CEO) of the company.

(i) Voted In favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
14	918797	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	100	0.01

(iii) Invalid Votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
3	769906



**Item No. 3:-**

**Special Resolution to reappoint Mr. Nuthakki Rajender Prasad (DIN: 00145659) as Joint Managing Director and Chief Financial Officer (CFO) of the company.**

(i) Voted In favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
14	918797	99.99

(ii) Voted Against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	100	0.01

(iii) Invalid Votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
3	769906

**Item No. 4:-**

**Special Resolution for re-appointment of Mr. Surya Sessa Prakash Valluru (DIN: 02661625) as an Independent Director.**

(i) Voted In favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
17	1688703	99.99



(ii) Voted Against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	100	0.01

(iii) Invalid Votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0

**Item No. 5:-**

**Special Resolution for re-appointment of Mr. Eshwariah Kaparathi (DIN: 02728256) as an Independent Director.**

(i) Voted In favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
17	1688703	99.99

(ii) Voted Against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	100	0.01

(iii) Invalid Votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0



**Item No. 6:-**

**Special Resolution for re-appointment of Mr. G. Raghavendra Rao (DIN: 00470659) as an Independent Director.**

(i) Voted In favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
17	1688703	99.99

(ii) Voted Against the resolution:

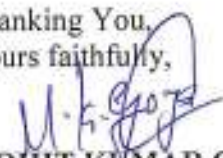
Number of members voted	Number of votes cast	% of total number of valid votes cast
1	100	0.01

(iii) Invalid Votes (Including abstained votes):

Number of members whose votes were declared invalid	Number of votes cast/abstain by them
0	0

6. The register, all other papers and relevant records relating to e-voting and physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to Mr. Nuthakki Rajender Prasad, Jt. Managing Director & CFO of the company for safe keeping.

Thanking You,  
Yours faithfully,

  
MOHIT KUMAR GOYAL  
FCS: 9967, C.P. No: 12751  
PARTNER  
D. HANUMANTA RAJU & CO.  
COMPANY SECRETARIES



Place: Hyderabad  
Date: 30.09.2019