

Date: 30/09//2015

To,
The Chairman,
M/s. Elango Industries Limited,
No. 5, Ranganathan Garden,
15th Main Road, - Extn. Annanagar,
Chennai -600040.

SCRUTINIZER'S REPORT

Report to the Chairman of M/s. Elango Industries Limited, a Company incorporated under the Companies Act, 1956, and having its Registered Office, **No. 5, Ranganathan Garden, 15th Main Road, - Extn. Annanagar, Chennai -600040**, hereinafter referred to as "the Company", on the E-voting concluded on **28th September 2015** and Polling conducted at the Annual General meeting held on **29th September 2015** to pass **Four (4) Ordinary Resolutions and Seven (7) Special Resolutions** as contained in the Notice dated **12th August, 2015**, for the **26th Annual General Meeting** to be held on **29th September 2015**.

1. I was appointed as a Scrutinizer by the Company on **12th August, 2015** in terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to conduct E-voting and polling. The details of the resolutions contained in the Notice of the Annual General Meeting are given in Annexure 1.

2. The E-voting members voted through **www.evotingindia.com** following the procedure as stated in the Notice dated **12th August, 2015**. The E-voting period commenced at **10.00 AM** on **September 26th, 2015** and concluded at **5.00 PM** on **September 28th 2015**. The E-voting members conveyed their assent or dissent, as the case may be, electronically on E-voting platform provided by CDSL, before **5.00 PM** on **September 28th, 2015** in respect of **Four (4) Ordinary resolutions and Seven (7) Special resolutions** as set out in the Notice dated **12th August, 2015**.

3. The polling was conducted at the Annual General Meeting held on **29th September 2015**. After the time fixed for closing of the poll by the Chairman, one ballot box kept for




polling was locked in my presence and witnessed by two shareholders, with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and witnessed by two other shareholders. Thereafter the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

4. VOTING

i) E-Voting

In the E-voting, 1469125 votes were casted and 99.993% votes were in favour of the ordinary resolutions no. 2 and 3 and 100.00% for resolution no 1 and 4.

In the E-voting, 1469125 votes were casted and 100.00% of the votes casted were in favour of the 7 Special resolutions asset in the notice dated 12th August, 2015 as below:

Resolution No.	Votes in favour of Resolution		Votes against the Resolution		Total No. of Votes
	No of Votes	Percentage	No. of Votes	Percentage	
1.	1469125	100.000	0	0.000	1469125
2.	1469025	99.993	100	0.007	1469125
3.	1469025	99.993	100	0.007	1469125
4.	1469125	100.000	0	0.000	1469125
5.	1469125	100.000	0	0.000	1469125
6.	1469125	100.000	0	0.000	1469125
7.	1469125	100.000	0	0.000	1469125
8.	1469125	100.000	0	0.000	1469125
9.	1469125	100.000	0	0.000	1469125
10.	1469125	100.000	0	0.000	1469125
11.	1469125	100.000	0	0.000	1469125

Based on this, I report that the 4(Four) Ordinary Resolutions and 7 (Seven) Special Resolution as contained in the said Notice have been passed.



ii) Polling

The Total number for polling was 28(28in person and 0 proxy).Amongst the person present.

Details of Polling for Four Ordinary Resolutions and Seven Special Resolutions are:

Resolution Number	Total No. of Shareholders Voted	Number of Vote For		%of votes	Number of Vote Against		%of votes
		No. of Share holders	No. of votes polled		No. of Share holders	No. of votes polled	
2.	28	28	2650	100.00	0	0.000	0.00
3.	28	28	2650	100.00	0	0.000	0.00
4.	28	28	2650	100.00	0	0.000	0.00
5.	28	28	2650	100.00	0	0.000	0.00
6.	28	28	2650	100.00	0	0.000	0.00
7.	28	28	2650	100.00	0	0.000	0.00
8.	28	28	2650	100.00	0	0.000	0.00
9.	28	28	2650	100.00	0	0.000	0.00
10.	28	28	2650	100.00	0	0.000	0.00
11.	28	28	2650	100.00	0	0.000	0.00

Based on this, I report that the 4(Four) Ordinary Resolutions and 7 (Seven) Special Resolution as contained in the said Notice have been passed.

iii) Consolidation of E-Voting and Polling

The following are the consolidated results of poll conducted through both E-voting and Pollingresolution wise:-



RESOLUTION NO.1:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes

RESOLUTION NO.2:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196675	100	1196675	100	99.992	0.008
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes



RESOLUTION NO.3:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196675	100	1196675	100	99.992	0.008
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes

RESOLUTION NO.4:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of vote



SPECIAL BUSINESS SPECIAL RESOLUTIONS

RESOLUTION NO.5:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes

RESOLUTION NO.6:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes



RESOLUTION NO.7:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes

RESOLUTION NO.8:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes



RESOLUTION NO.9:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes

RESOLUTION NO.10:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes



RESOLUTION NO.11:-

Category	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Resident Ordinary	1196775	1196775	100	1196775	0	100	0
Corporate Body Domestic	275000	275000	100	275000	0	100	0
Corporate Body Foreign Body - Promoter	0	0	0	0	0	0	0
Person Act in Concert	0	0	0	0	0	0	0
Grand Total	1471775	1471775	100	141775	0		

Resolution passed by majority of votes

Final Results

Therefore on considering both the E-Voting and Polling as detailed above,

Ordinary Resolutions Four (4), and Special Resolutions Seven (7) have been passed with majority of votes

The Registers , all other papers and relevant records relating to e-voting 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 will be handed over to the Company Secretary of the Company for safe keeping .

Thanking you,
Yours faithfully



T. BALASUBRAMANIAN
Practising Company Secretary,
C.P.No. 3402
BM & ASSOCIATES,
Company Secretaries
Chennai -600035

LIST OF RESOLUTIONS

Resolution no.1: To receive, consider and adopt the Audited Balance Sheet of the company

"To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2015 and the Statement of Profit and Loss for the year ended 31st March, 2015, together with Auditors' Report and Boards' Report thereon."

Resolution no.2: To appoint a Director in place of Mr. S.A. Prem Kumar (DIN 00342952)

"To appoint a Director in place of Mr. S.A. Prem Kumar (DIN 00342952), who retires by rotation being eligible offers himself for re-appointment."

Resolution no.3: To appoint a Director in place of Mr. K.S. Shanmugam (DIN 02474743)

"To appoint a Director in place of Mr. K.S. Shanmugam (DIN 02474743), who retires by rotation, being eligible offers himself for re-appointment."

Resolution no.4: To Appoint Auditors

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there-under, M/s. V. Senthilnathan & Co, Chartered Accountants, Chennai - Firm's Regn. No: 003711S allotted by The Institute of Chartered Accountants of India, be and are hereby appointed as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration, as may be fixed in this behalf by the board of directors of the Company.




SPECIAL BUSINESS:SPECIAL RESOLUTION

Resolution no.5: Re-appointment of Managing Director

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of Company, Mr.S. Elangovan, (DIN:01725838) be and is hereby re-appointed as Managing Director of the company for a period of five years from 22nd September 2014 to 21st September 2019 without any remuneration and perquisites".

Resolution no 6:Amendment of Articles of Association of the Company

"RESOLVED THAT pursuant to Section 14 of Companies Act, 2013 (including the statutory modification(s)) consent of the members be and is hereby accorded to adopt the new set of articles of association of the Company, as available for inspection in the registered office of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification, in substitution of the existing articles of association of the Company."

"RESOLVED FURTHER THAT, the Board of Directors, be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as may deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies, for the purpose of giving effect to this resolution."

Resolution no.7: To appoint non executive and Independent Woman Director of the company

"RESOLVED THAT subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per Clause 49(IA)(ii) & (iii) of the Listing Agreement, Ms. PreethiNatarajan (DIN-07117043) who was appointed as an Additional Woman Director of the company at their Board meeting held on 09-03-2015 be and is hereby appointed as a non executive and Independent Woman Director of the company, to hold office for term of five consecutive years up to Annual General Meeting for the year 2020 and to receive remuneration if any, by way of fees, reimbursement of expenses for participation in the meetings of the Board and or Committees of the Board.



Resolution no.8: To approve Loans and Investments

RESOLVED THAT in supersession of the earlier resolutions passed by the Company and pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs.10,00,00,000 (Rupees Ten Crores only) over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

RESOLVED FURTHER THAT Mr.S. Elangovan, Managing Director and Mr.S.A.Premkumar Director of the Company be and are hereby jointly/severally authorized to do all such acts and deeds as required to give effect to this Resolution no.and to file the requisite forms and documents with concerned authorities in this regard."

Resolution no.9: To approve the execution of an "Engineering, Procuring and Construction" contract with CPGCPL.

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (d) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to execute the an "Engineering, Procuring and Construction " contract -"EPC" Contract of the value of not less than Rs 500 Crores with M/s Cauvery Power Generation Chennai Private Ltd-"CPGCPL", Chennai (a Group Company) on the following terms and conditions:



a) Nature of the Contract: EPC Contract for expansion of plant with an additional capacity of 180 MW.

b) Term of Contract: The contract shall come to an end on the completion of the project i.e. on achieving Commercial Operation Date -"COD".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution.

Resolution no.10: To approve a Tripartite O&M (Operations and Maintenance) Contract with CPGCPL and Operational Energy Group India Private Limited

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (d) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to execute a Tripartite O & M (Operations & Maintenance) Contract with M/s Cauvery Power Generation Chennai Private Ltd -"CPGCPL", Chennai (a Group Company) and M/s Operational Energy Group India Private Limited, Chennai on the following terms and conditions:

a. Nature of the Contract: Undertaking of Operations & Maintenance activities for the power plant run by M/s Cauvery Power Generation Chennai Private Ltd-"CPGCPL" at Gummidipoondi

b. Price Structure: -"CPGCPL" shall pay annual fees of not less than Rs 35,00,000/-- (Rupees Thirty Five Lakhs only) for the technical, operation and maintenance services provided by the Company.

c. Term of Contract: The contract period is for a period of five years and shall be renewable upon mutual consent of both parties."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution.

Resolution no.11: To approve a O&M (Operations and Maintenance) Contract with CSPPL

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (d) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being



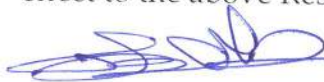
in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to execute an O & M (Operations & Maintenance) Contract with M/s Cauvery Solar Power Private Ltd-"CSPPL", Chennai (a Group Company) on the following terms and conditions:


a) Nature of the Contract: Undertaking of Operations & Maintenance activities for the Solar Photovoltaic Cells run by M/s Cauvery Solar Power Private Ltd -"CSPPL", at Gummidipoondi

b) Price Structure: -"CSPPL", shall pay a monthly fees of not more than Rs 3,00,000/- (Rupees Three Lakhs only) for the technical, operation and maintenance services provided by the Company.

c) Term of Contract: The contract period is for a period of five years and shall be renewable upon mutual consent of both parties."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution.


T. BALASUBRAMANIA
Practising Company Secretary,
C.P.No. 3402
BM & ASSOCIATES,
Company Secretaries
Chennai - 600035



Place: Chennai

Date:30/09/2014