

M.D.Selvaraj M Com MBA FCS

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SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT
(IN LIEU OF E-VOTING AT THE AGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 and Clause 35B of the
Listing agreement)

To
The Chairman
9th Annual General Meeting of the Equity Shareholders of
M/s.SERVALAKSHMI PAPER LIMITED
(L21012TN2005PLC092783)
To be held on Friday the 26th day of September, 2014 at 9.30 AM at
Kodaganallur Village, Vaduganpatti Post, I.C.Pettai,
Tirunelveli - 627 010, Tamil Nadu, India.

Dear Sir,

Sub: Scrutinizers Report on the e-voting / Postal Ballot process (in lieu of e-voting at the AGM) for the shareholders who do not have access to e-voting, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement - Reg.

I, M D Selvaraj, FCS, Proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. SERVALAKSHMI PAPER LIMITED ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and to scrutinize the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority on the e-voting and Postal Ballot carried out in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, on the Resolution(s) as set out in the Notice convening the 9th Annual General Meeting (AGM) of the Company to be held on Friday, 26th September 2014 at 9:30 AM at Kodaganallur Village, Vaduganpatti Post, I.C.Pettai, Tirunelveli - 627 010, Tamil Nadu, India



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the Resolution(s) as set out in the Notice convening the 9th Annual General Meeting dated 9th August 2014.

Responsibility as a Scrutinizer

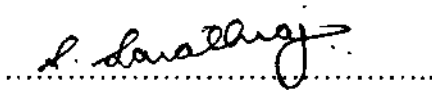
My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot (in lieu of e-voting at the AGM) at the 9th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 9th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received upto 22nd September 2014.

Further in addition to the above, I submit my report as under:

- The Notice dated 9th August 2014 convening the Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 along with the Postal Ballot forms (in lieu of e-voting at AGM) were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 26th September 2014.
- The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided to the shareholders who do not have access to e-voting to send their voting in writing on a Postal Ballot (in lieu of e-voting at the AGM) in terms of the provisions of Clause 35B of the Listing Agreement entered into with the BSE Limited and National Stock Exchange Limited.
- The shareholders of the Company holding shares as on the "cut-off" date of 15th August 2014 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 11 in the Notice of the 9th AGM of M/s. Servalakshmi Paper Limited.

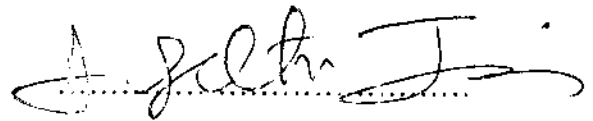
- The voting period for e-voting commenced on Saturday, 20th September 2014 at 9:00 AM and ended on Monday, 22nd September 2014 at 5:00 PM. The Postal Ballot forms received upto 5:00 PM on Monday the 22nd September 2014 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes cast, on 22nd September 2014 at 5:11 PM in the presence of Mr. S. Sarathraj (the undersigned as Witness No.1) and Mr. A. Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

Witness No.1



Name: Mr. S. Sarathraj

Witness No.2



Name: Mr. A. Selten Jayaraj

I now hereby submit my Consolidated Report on the Result of the E-voting together with that of the Postal ballot (in lieu of e-voting at the AGM) in respect of the said Resolution(s), as under;



ORDINARY BUSINESS:

Item No.1

ORDINARY RESOLUTION:

To receive, consider and adopt the Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

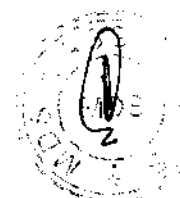
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	46	21,03,516	97.98%
Total Voting	62	2,45,69,234	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	6	43,431	2.02%
Total Voting	6	43,431	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No.2

ORDINARY RESOLUTION:

To re-appoint M/s. S. Krishnamoorthy & Co (FRN: 001496S), Chartered Accountants, Coimbatore as Statutory Auditors of the Company for a period of three years upto the 12th Annual General Meeting and to fix their remuneration.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

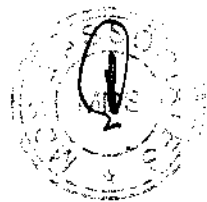
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	46	21,03,516	97.98%
Total Voting	62	2,45,69,234	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	6	43,431	2.02%
Total Voting	6	43,431	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



SPECIAL BUSINESS:

Item No. 3

SPECIAL RESOLUTION:

To appoint Mr.V.S.Pattabiraman (DIN: 00784247) as Independent Director of the Company for five consecutive years from 26th September 2014 upto 25th September 2019

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	44	21,02,916	97.95%
Total Voting	60	2,45,68,634	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	44,031	2.05%
Total Voting	8	44,031	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 4

SPECIAL RESOLUTION:

To appoint Mr.D.Muthusamy (DIN: 00010588) as Independent Director of the Company for five consecutive years from 26th September 2014 upto 25th September 2019

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	44	21,02,916	97.95%
Total Voting	60	2,45,68,634	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	44,031	2.05%
Total Voting	8	44,031	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 5

SPECIAL RESOLUTION:

To appoint Mr.S.Srinivasaragavan (DIN: 00233784) as Independent Director of the Company for five consecutive years from 26th September 2014 upto 25th September 2019

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	44	21,02,916	97.95%
Total Voting	60	2,45,68,634	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	44,031	2.05%
Total Voting	8	44,031	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 6

SPECIAL RESOLUTION:

To alter the Article 39 of the Articles of Association to make the office of Chairman / Managing Director liable for retirement by rotation

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	45	21,02,516	97.93%
Total Voting	61	2,45,68,234	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	7	44,431	2.07%
Total Voting	7	44,431	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 7

SPECIAL RESOLUTION:

To authorize the Board of Directors to borrow monies in excess of the paid-up capital and free reserves of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	15	2,24,64,418	99.99%
Postal ballot (in lieu of e-voting at the AGM)	42	20,99,516	97.79%
Total Voting	57	2,45,63,934	99.80%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	1	1300	0.01%
Postal ballot (in lieu of e-voting at the AGM)	10	47,431	2.21%
Total Voting	11	48,731	0.20%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 8

SPECIAL RESOLUTION:

To authorize the Board of Directors to mortgage or otherwise dispose of or to create or modify charge, hypothecate the whole or substantially the whole of the undertaking of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	42	20,99,516	97.79%
Total Voting	58	2,45,65,234	99.81%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	10	47,431	2.21%
Total Voting	10	47,431	0.19%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 9

SPECIAL RESOLUTION:

To re-designate Mr.R.Ramswamy (DIN: 00010572) as Executive Chairman of the Company for a further period of 3 years with effect from 1st January 2014 on the terms and conditions as set out in the AGM Notice.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	44	21,03,116	97.96%
Total Voting	60	2,45,68,834	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	43,831	2.04%
Total Voting	8	43,831	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 10**SPECIAL RESOLUTION:**

To appoint Mr.Y.Shivram Prasad (DIN: 00010734) as Managing Director of the Company for a period of 3 years with effect from 1st January 2014 on the terms and conditions as set out in the AGM Notice.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

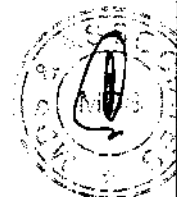
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	16	2,24,65,718	100.00%
Postal ballot (in lieu of e-voting at the AGM)	44	21,03,116	97.96%
Total Voting	60	2,45,68,834	99.82%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	8	43,831	2.04%
Total Voting	8	43,831	0.18%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible



Item No. 11**SPECIAL RESOLUTION:**

To approve transactions with related parties pursuant to Section 188 of the Companies Act, 2013

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	10	18,74,298	99.92%
Postal ballot (in lieu of e-voting at the AGM)	44	21,02,316	97.92%
Total Voting	54	39,76,614	98.85%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	2	1,500	0.08%
Postal ballot (in lieu of e-voting at the AGM)	8	44,631	2.08%
Total Voting	10	46,131	1.15%

INVALID VOTES

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast by them	Percentage of Total Number of Votes Cast
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	3	80	Negligible
Total Voting	3	80	Negligible

- Four shareholders holding 2,05,89,920 equity shares abstained from e-voting

Date : 24th September 2014

Place : Coimbatore

M. D. Selvaraj

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,

COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE

SOWRIPALAYAM ROAD, COIMBATORE - 641 022