

Scrutinizer's Report on remote e-voting and voting at the Annual General meeting

To,
The Chairman
33rd Annual General Meeting of the Equity Shareholders
Uniproducs (India) Limited

Date of Meeting: September 27, 2016

Time of Meeting: At 11:30 a.m.

Venue of the Meeting: Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana-123401.

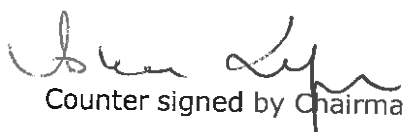
Dear Sir,

I, Shashikant Tiwari, Partner of M/s Chandrasekaran Associates having its office at 11F, Pocket IV, Mayur Vihar Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. Uniproducs (India) Limited ("Company") for remote e-voting and Voting at the Annual General Meeting in respect of the below mentioned resolutions considered at 33rd Annual General Meeting of the Equity Shareholders of the Company as per notice dated August 17, 2016

The Notice dated August 17, 2016 convening the 33rd Annual General Meeting along with statement setting out material facts under Section 102 of the Companies Act 2013 ("Act") were sent to the shareholders in respect of the below mentioned resolutions Considered at Annual General Meeting of the Equity Shareholders of the Company held on 27th September, 2016

The Company has availed the remote e-voting facilities offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The remote e-voting period remain opened from Saturday, September 24, 2016 (9:00 am IST) and concluded on Monday, September 26, 2016 (5:00 pm IST)


Counter signed by Chairman


Signed by Scrutinizer



The shareholders holding shares as on Tuesday, September 20, 2016 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the 33rd Annual General Meeting of the Company.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting.

After the time fixed for voting through poll at Annual General Meeting venue, i.e. between 11:45 A.M to 12:15 P.M, ballot boxes kept for polling were locked in my presence with due identification Marks placed by me.

The locked ballot boxes were subsequently opened in my presence and found that no members have cast their vote through poll.

The votes were unblocked on Tuesday, 27th September 2016 around 12:20 P.M. in the presence of two witnesses, Mr. Abhishek Thakur R/o, C-13, Indra Puri, Loni, Ghaziabad, UP-201102 and Mr. Rahul Tanwar R/o. WZ/548, B-1/2, Naraina Village, Delhi-110028 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Abhishek Thakur

Rahul Tanwar

The Register of voting, i.e. vote cast through remote e-voting and voting through poll at the Annual General Meeting marked as annexure-A.

Based on the data downloaded from official website of the National Securities Depository Limited Services Limited (NDSL) for the e-voting process and poll conducted at the Annual General Meeting venue, we now submit our combined report (e-voting and Poll) as under:

Counter signed by Chairman

Signed by Scrutinizer



1. The result of the voting as per aforesaid Register is as under:

Resolution-1 To receive, consider and adopt (Ordinary Resolution):

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Auditors and Board of Directors thereon.**
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and Report of Auditors thereon**

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	41	16,117,328	100.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	41	16,117,328	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	0	0	0.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0


Counter signed by Chairman


Signed by Scrutinizer



Resolution-2 To appoint a Director in place of Mr. Arun Kumar Seth (DIN: 00794656), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution)

a) Votes in favour of the resolution:


Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	41	16,117,328	100.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	41	16,117,328	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	0	0	0.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0


Counter signed by Chairman


Signed by Scrutinizer



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Resolution-3 To Re-appoint Statutory Auditors of the Company and to fix their remuneration (Ordinary Resolution).

a) Votes in favour of the resolution:

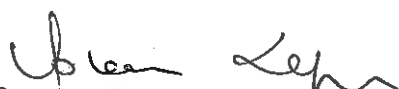
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	41	16,117,328	100.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	41	16,117,328	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	0	0	0.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0


Counter signed by Chairman


Signed by Scrutinizer



Resolution -4 Approval under section 62(3) of Companies Act, 2013 for conversion of Loans into Equity (Special Resolution)

a) Votes in favour of the resolution:

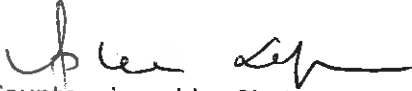
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	41	16,117,328	100.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	41	16,117,328	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	16,117,328	16,117,328	0	0	0.00
Physical Ballot	0	0	0	0	0	0
Total	41	16,117,328	16,117,328	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0


Counter signed by Chairman


Signed by Scrutinizer



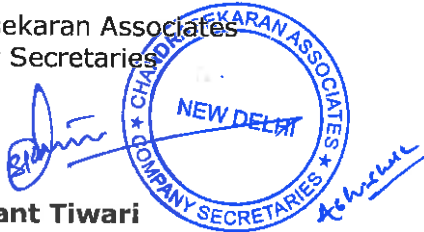
As per rule

2. All relevant records of electronic voting shall remain in safe custody of scrutinizer, until the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and thereafter shall be handed over to the Company Secretary of the Company.”

Thanking you,
Yours faithfully,

Place: Delhi
Date: 28.09.2016

Chandrasekaran Associates
Company Secretaries



Shashikant Tiwari
Partner
Membership No. 28994
CP No.:13050


counter signed by Chairman