



Kundan Agrawal & Associates

COMPANY SECRETARIES

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CONSOLIDATED SCRUTINISER'S REPORT (E-VOTING & POLL)

To

The Chairman of the 32nd Annual General Meeting of the equity shareholders of **M/s UNIPRODUCTS (INDIA) LIMITED** held on Friday, September 18, 2015 at Jarthal Village Road, 84 Km Stone, Delhi-Jaipur Road, P.O. Sangwari, Rewari, Haryana-123401

The Meeting of the Shareholders was held on Friday, September 18, 2015 at 11.30 A.M. at Jarthal Village Road, 84 Km Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana -123401 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the 32nd AGM Notice of **M/s UNIPRODUCTS (INDIA) LIMITED** dated 27th Day of July, 2015.

The undersigned **Mr. Kundan Agrawal** was appointed as the scrutinizer, by the board of directors of the company. The result of the poll & e voting conducted for the Annual General Meeting is as under:

Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter:

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors and Board of Directors thereon

Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting, + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E-Voting	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil

Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter:

To appoint a Director in place of Mr. Ravinder Mehra who retires by rotation and being eligible, offers himself for re-appointment

Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E- Voting	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil

Resolution No. **3**

Nature of Resolution **Ordinary Resolution**

Subject Matter:

To appoint Auditors and fix their remuneration

Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E- Voting	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil

Resolution No. **4**

Nature of Resolution **Ordinary Resolution**

Subject Matter:

To appoint Mr. Arun Mehra (DIN 06507579), as a Director of the Company liable to retire by rotation



Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E- Voting	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil

Resolution No. 5

Nature of Resolution Special Resolution

Subject Matter:

To approve re-appointment of and payment of remuneration to Dr. Ashwan Kapur (DIN: 00568432) as Managing Director of the Company

Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E- Voting	37	16110228 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	37	16110228 (100.000%)	Nil	Nil (0.000%)	Nil

Resolution No. 6

Nature of Resolution Special Resolution

Subject Matter:

To approve borrowings in excess of paid up share capital and free reserves



Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E- Voting	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil

Resolution No. 7

Nature of
Resolution **Special Resolution**

Subject Matter:


To approve creation of charge/ mortgage in respect of borrowings of the Company

Details of Voting	Assent (For) Votes in favour of the resolution		Dissent (Against) Votes against the resolution		Invalid Votes
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	
By Poll	Nil	Nil (0.000%)	Nil	Nil (0.000%)	Nil
By E- Voting	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil
Consolidated Votes	38	16112328 (100.000%)	Nil	Nil (0.000%)	Nil

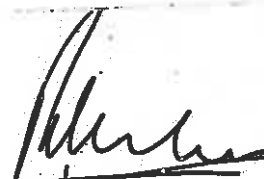
Based on the abovementioned details, the Resolution No. 1-7 was passed at Annual General Meeting of the company.

Thanking You,

Yours faithfully


Kundan Agrawal
Company Secretary
Membership No.: F7631
C.P. No.: 8325

Dated: 21/09/2015
Place: New Delhi





Kundan Agrawal & Associates

COMPANY SECRETARIES

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Report of Scrutinizer (E-Voting)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 32nd Annual General Meeting of the members of **M/s UNIPRODUCTS (INDIA) LIMITED** held on Friday, September 18, 2015 at 11.30 A.M at Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana-123401

Dear Sir,

I, **Kundan Agrawal, Practicing Company Secretary**, have been appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014 on the below mentioned resolution(s) contained in the notice to the 32nd Annual General Meeting of Uniproducts (India) Limited held on Friday, September 18, 2015 at 11.30 A.M. at Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana-123401.

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 on the resolutions contained in the Notice of 32nd Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by National Securities Depository Limited, for the e-voting process engaged by the Company.

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

1. The e-voting period remained open from Tuesday, September 15, 2015 (09:00 A.M.) to Thursday, September 17, 2015 (05:00 P.M.)
2. The Members of the Company as on the cut-off date i.e. September 11, 2015 were entitled to vote on the resolution (item No 1 to 7 set out in the notice of Annual General Meeting of the Company)
3. The Votes cast were unblocked on 18th September 2015.
4. Thereafter the details containing interalia list of Equity Shareholder(s), who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website **National Securities Depository Limited (NSDL)**. i.e. www.evoting.nsdl.com

The result of the vote's casted electronically is as under:

Item No.1 of the notice

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors and Board of Directors thereon.

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	16112328	100.00%

(ii) Voted in against of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 2 of the notice

To appoint a Director in place of Mr. Ravinder Mehra who retires by rotation and being eligible, offers himself for re-appointment .

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	16112328	100.00%

(ii) Voted in against of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 3 of the notice

To appoint Auditors and fix their remuneration



(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	16112328	100.00%

(ii) Voted in against of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 4 of the notice

To appoint Mr. Arun Mehra (DIN 06507579), as a Director of the Company liable to retire by rotation

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	16112328	100.00%

(ii) Voted in against of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 5 of the notice

To approve re-appointment of and payment of remuneration to Dr. Ashwan Kapur (DIN: 00568432) as Managing Director of the Company



(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
37	16110228	100.00%

(ii) Voted in against of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 6 of the notice

To approve borrowings in excess of paid up share capital and free reserves

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	16112328	100.00%

(ii) Voted in against of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil



Item No. 7 of the notice

To approve creation of charge/mortgage in respect of borrowings of the Company

(i) Voted in favor of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
38	16112328	100.00%

(ii) Voted in against of the resolution:


Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Thanking You,

Yours faithfully

Kundan Agrawal

Kundan Agrawal
Scrutinizer
Membership No.: F7631
C P No 8325
(KUNDAN AGRAWAL & ASSOCIATES)

Place: New Delhi
Date: 21st September, 2015

Witness-1 *Kamika*
: *Kamika Garg*

Witness-2
: *Manish Kumar Pandey*
manishkumar

[Signature]



Kundan Agrawal & Associates

COMPANY SECRETARIES

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FORM No. MGT - 13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To

The Chairman of the 32nd Annual General Meeting of the equity shareholders of M/s UNIPRODUCTS (INDIA) LIMITED held on Friday, September 18, 2015 at Jarthal Village Road, 84 Km Stone, Delhi-Jaipur Road, P.O. Sangwari, Rewari, Haryana-123401

Dear Sir,

I, Kundan Agrawal, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of Section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014 on the below mentioned resolution(s), at the 32nd Annual General Meeting of the Equity Shareholders of Uniproducts (India) Limited, held on Friday, September 18, 2015 at Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana-123401, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors and Board of Directors thereon

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(ii) Voted against the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(b) Resolution No. 2

To appoint a Director in place of Mr. Ravinder Mehra who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



(ii) Voted against the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(c) Resolution No. 3

To appoint Auditors and fix their remuneration

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(d) Resolution No. 4

To appoint Mr. Arun Mehra (DIN 06507579), as a Director of the Company liable to retire by rotation

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(ii) Voted against the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(e) Resolution No. 5

To approve re-appointment of and payment of remuneration to Dr. Ashwan Kapur (DIN: 00568432) as Managing Director of the Company



(i) Voted in favour of the resolution.

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(ii) Voted against the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(f) Resolution No. 6

To approve borrowings in excess of paid up share capital and free reserves

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(ii) Voted against the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(g) Resolution No. 7

To approve creation of charge/mortgage in respect of borrowings of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting

7. The combined results of the votes (electronic and physical) are annexed as Annexure-1 with this report.



8. All of the above mentioned resolutions have passed with requisite majority.

Conclusion:- It is to be noted that voting for the 32nd Annual General Meeting of Uniproducts (India) Limited was carried only through electronic mode and therefore, the results of voting through Poll is Nil.

Thank you,

Yours faithfully,

Kundan Agrawal
Scrutinizer
Membership No.: F7631
C P No 8325
(KUNDAN AGRAWAL & ASSOCIATES)

Place: New Delhi

Date: 21st September, 2015

Witness-1

: Kamisha Garg

Witness-2

: Mahesh Kumar Gondey
mkgondey

