

**Consolidated Scrutinizer's Report on remote e-voting and voting through  
polling papers at the Annual General meeting**

**To,  
The Chairman  
36<sup>th</sup> Annual General Meeting of the Equity shareholders  
Uniproducts (India) Limited.**

Day of Meeting: Tuesday

Date of Meeting: September 10, 2019

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, Company Secretaries having its office at 11F, Pocket IV, Mayur Vihar Phase - I, New Delhi-110091, was appointed as Scrutinizer of Uniproducts (India) Limited ("Company") for remote e-voting and voting through polling papers at the 36<sup>th</sup> Annual General Meeting ("Meeting") in respect of the below mentioned resolutions considered at the Meeting of the Equity Shareholders of the Company as per notice dated July 17, 2019.

The Notice dated July 17, 2019 convening the Meeting was sent to the shareholders on August 16, 2019 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on Tuesday, September 10, 2019.

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

The remote e-voting period remained open from Saturday, September 7, 2019 (9:00 am) and concluded on Monday, September 9, 2019 (5:00 pm).

The shareholders holding shares as on Tuesday, September 03, 2019 ("**Cut-off date**") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company.

Further, the Chairman announced the poll through ballot papers at the 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 the meeting, i.e. between 11:50 A.M. to 12:20 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 poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by MAS Services Limited, Registrar and Share Transfer Agent of the Company and the authorization/proxies lodged with the Company.

Subsequently, the remote e-voting module was unblocked on September 10, 2019 around 12:25 P.M. in the presence of two witnesses, Ms. Shivani Gupta R/o. K-64, Laxmi Nagar New Delhi-110092 and Ms. Garima Ahuja R/o. 666, D/29, Krishna Nagar, Delhi 110051, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



MS. Shivani Gupta



Ms. Garima Ahuja

Our Report is based on Register of Voting i.e. votes cast through remote e-voting and voting through polling paper at the Meeting.

The votes cast through remote e-voting and polling papers which were incomplete and/or otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made thereunder relating to remote e-voting and poll through ballot papers on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for the ballot papers and remote e-voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolutions.

Based on the data downloaded from official website of NSDL for the remote e-voting process and poll conducted at the Meeting, we now submit our consolidated report (e-voting and Poll) as under:



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

**Resolution No. 1- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31 March 2019, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31 March 2019 and the report of Auditors thereon (Ordinary Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	<b>16,067,163</b>	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



**Resolution No. 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)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

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	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	<b>16,067,163</b>	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



**Resolution No. 3- To re-appoint Mr. P. R. Khanna as an independent director  
(Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

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	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	16,067,163	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



**Resolution No. 4- To re-appoint Dr. Bhaskar Dutta as an independent director (Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	<b>16,067,163</b>	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



**Resolution No. 5- To re-appoint Mr. S. L. Kapur as an independent director  
(Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	14	16,067,163	9	108	23	16,067,271

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	16,067,163	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	14	16,067,163	9	108	23	16,067,271	100.00



**Resolution No. 6- To re-appoint Mr. A. P. Gandhi as an independent director  
(Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	16,067,163	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>





**Resolution No. 7- To appoint Mr. Arjun Mehra as a Non-Executive Director (Ordinary Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	16,067,163	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



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**Resolution No. 8- To approve issue of equity shares to Unicel Impex Private Limited on a preferential basis (Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	16,067,163	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



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**Resolution No. 9- To amend and adopt Memorandum of Association as per Companies Act, 2013 (Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
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	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	<b>16,067,163</b>	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



**Resolution No. 10- To adopt a new set of Articles of Association as per Companies Act, 2013 (Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	14	16,067,163	9	108	23	16,067,271
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	14	16,067,163	9	108	23	16067271	100.00
Against	0	0	0	0	0	0	0.00
Total	<b>14</b>	<b>16,067,163</b>	<b>9</b>	<b>108</b>	<b>23</b>	<b>16,067,271</b>	<b>100.00</b>



2. The poll/ballot papers and all other papers and relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.
3. The Chairman may accordingly declare the result of votes casted by voting process at the meeting.

Thanking you,  
Yours faithfully,

**Chandrasekaran Associates**  
Company Secretaries



**Mr. Shashikant Tiwari**  
Partner  
Membership No.: A28994  
CP No.: 13050

Date: 10.09.2019  
Place: Rewari

A handwritten signature in blue ink, appearing to read 'Upendra Kumar', is written above the counter-signature text.

Counter-signed by Chairman  
or any other person authorised by him