## Scrutinizer's Report

To,
The Chairman
**Uniproducts (India) Limited**
Jarthal Village Road, 84 Km. Stone,
Delhi- Jaipur Road,P.O. Sangwari, Distt.
Rewari, Haryana-123401

**Scrutinizer's Report on Postal Ballot by way of electronic voting process in respect of passing of resolutions contained in the Notice dated November 14, 2024.**

Dear Sir,

I, Abhishek Thakur, Proprietor of M/s Abhishek Thakur & Associates, Practicing Company Secretary Firm, has been appointed as a Scrutinizer by the Board of Directors of Uniproducts (India) Limited for scrutinizing Postal Ballot process by way of voting by electronic means in respect of the passing of the resolutions contained in the notice dated November 14, 2024 ("Notice").

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to postal ballot process.

My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution(s) contained in the Postal Ballot Notice, based on the data downloaded from website of National Securities Depository (NSDL), authorised agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. IST on Thursday, December 19, 2024.

The Members of the Company as on Friday, 15 November 2024 ("Cut-Off Date"), were entitled to vote on the proposed resolution(s) to be passed through Postal Ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.

The e-voting period commenced at 9.00 a.m. (IST) on Wednesday, 20 November 2024 and ended at 5.00 p.m. (IST) on Thursday, 19 November 2024, on the designated website of NSDL i.e.( www.evoting.nsdl.com).

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After completion of electronic voting process, votes casted by the Members, were unblocked in the presence of two witnesses, Shawant Raj R/o House No. 135, 3rd Floor, Street No. 6, Vipin Garden Extension, New Delhi-110059 and Yuvraj Singh Chauhan R/o Neelkanth Apartment, A-36, LB, Pratap Vihar, Ghaziabad, UP- 201009 who are not in the employment of the Company.

The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.

Votes casted by the members through electronic voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any lodged with the Company.

This report is based on votes casted through electronic voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com.

The result of the scrutiny of the above postal ballot voting in respect of passing of the resolutions contained in the Notice is as under:

**Item No. 1:**

**Conversion of part of the outstanding unsecured loan into equity shares and issuance of equity shares for the consideration other than cash on preferential basis.**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any amendments, statutory modification(s) and/ or re-enactment thereof and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, and pursuant to the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable consents and approvals of any other regulatory/statutory authorities, as required, and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), and as per consent letters received from M/s. Darrameks Hotels & Developers Private Limited and Dr. Ashwan Kapur (hereinafter referred to as the "Lenders") the approval of the Members be and is hereby accorded to the Board of Directors to convert from the total outstanding unsecured loans availed from the lenders a part amounting to Rs. 31,00,00,000 /- (Rupees Thirty-One Crores Only) into fully paid-up Equity Shares of the Company and to offer, issue and allot upto 12,40,000 (Twelve Lakh Forty Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 240/- (Rupees Two Hundred and Forty Only) each fully paid up aggregating upto Rs. 31,00,00,000/- (Rupees Thirty-One Crores Only) for consideration other than cash to Lenders (Proposed allotees), on preferential basis, pursuant to the aforesaid conversion of the outstanding unsecured loan taken from Lenders.

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**RESOLVED FURTHER THAT** the remaining amount of outstanding unsecured loans after issuance of Equity Shares amount be dealt by the Board in the manner as may be deemed appropriate and in mutual discussion with Lenders/Proposed allotees.

**RESOLVED FURTHER THAT** any fractional number of Equity Shares arising out of such conversion of outstanding loan shall be rounded off to the nearest lower number.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to the offer shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** Mr. Ravinder Mehra, Chairman, Dr. Ashwan Kapur, Managing Director, Mr. Arun Kumar Seth, Director, of the Company and Mrs. Meghna Kashtwal, Company Secretary of the Company be and are hereby severally authorized, in their entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to give all such directions which may be deemed necessary, proper, desirable or required to create, offer, issue and allot the aforesaid shares, including filing of necessary forms/returns with the Ministry of Corporate Affairs and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto without being required to seek any further consent or approval of the members."

| **Particulars** | | **E-VOTING** | | **TOTAL** | |
|---|---|---|---|---|---|
| | | **No of Members Voted** | **Votes held by them** | **Number of members voted** | **Votes held by them** |
| Total No. of Members & Shares held by them | | 22 | 1,68,34,971 | 22 | 1,68,34,971 |
| Less: | Total No of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 |
| Less: | Total No. of Members & Votes not exercised/Partially exercised | 0 | 0 | 0 | 0 |
| No of Valid Votes Cast | | **22** | **1,68,34,971** | **22** | **1,68,34,971** |

| **Particulars** | **E-VOTING** | | **TOTAL** | | **% of total number of valid votes cast** |
|---|---|---|---|---|---|
| | **No of Members Voted** | **Votes held by them** | **Number of members voted** | **Votes held by them** | |
| Favour | 21 | 1,68,34,870 | 21 | 1,68,34,870 | 100.00 |
| Against | 1 | 101 | 1 | 101 | 0.00 |
| Total | **22** | **1,68,34,971** | **22** | **1,68,34,971** | **100.00** |

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**Item No. 2:**

**Re-appointment of Mr. Sunil Pahilajani(DIN:00455878) as a Whole Time Director designated as CEO of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 2(51),196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), Articles of Association of the Company, and on the approval and recommendations of the Audit Committee, Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Sunil Pahilajani (DIN: 00455878) as a Whole time Director designated as Chief Executive Officer (CEO) of the Company, not liable to retire by rotation for a period from 5 December 2024 to 31 March 2025 on the terms and conditions as recommended by the Board, including :

a) Basic Salary of Rs. 10,50,000/- per month (Consolidated)
b) Earned Leave as per company rules
c) Sick Leave as per company rules
d) Casual Leave as per company rules
e) A company owned car of the cost up to Rs. 30 lacs provided by the Company for which the running and maintenance cost of the vehicle shall be borne by the company at actuals
f) Mediclaim insurance for a coverage of Rs. 5.00 lacs for which the premium shall be paid by the company
g) Reimbursements: Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
h) Telephone and other Communication Facilities: The Company shall reimburse expenses of mobile phone, telephone & other communication facilities.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial years the remuneration payable to Whole Time Director shall be paid as a minimum remuneration and be governed by Schedule V of the Companies Act, 2013 or any other statutory modification of re-enactment thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

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**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee or Board of the Directors of the Company be and are hereby authorized to alter and vary the aforesaid terms as to remuneration including perquisites subject to the remuneration not exceeding the limit specified under Section 197, read with Schedule V to the Companies Act, 2013, as in force from time to time and to do all such acts, matters, deeds, and things as are usual or expedient to implement this resolution

**RESOLVED FURTHER THAT** Mr. Ravinder Mehra, Chairman, Dr. Ashwan Kapur, Managing Director and Mrs. Meghna Kashtwal, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be considered necessary to give effect to the above resolution."

| Particulars | | E-VOTING | | TOTAL | |
|---|---|---|---|---|---|
| | | No of Members Voted | Votes held by them | Number of members voted | Votes held by them |
| Total No. of Members & Shares held by them | | 22 | 1,68,34,971 | 22 | 1,68,34,971 |
| Less: | Total No of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 |
| Less: | Total No. of Members & Votes not exercised/Partially exercised | 0 | 0 | 0 | 0 |
| No of Valid Votes Cast | | **22** | **1,68,34,971** | **22** | **1,68,34,971** |

| Particulars | E-VOTING | | TOTAL | | % of total number of valid votes cast |
|---|---|---|---|---|---|
| | No of Members Voted | Votes held by them | Number of members voted | Votes held by them | |
| Favour | 21 | 1,68,34,870 | 21 | 1,68,34,870 | 100.00 |
| Against | 1 | 101 | 1 | 101 | 0.00 |
| Total | **22** | **1,68,34,971** | **22** | **1,68,34,971** | **100.00** |

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1. The resolutions shall be deemed to have been passed on December 19, 2024, being the last date of casting vote.

2. The electronic data and all other relevant records relating to the Postal Ballot process received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signed the Minutes.

**Thanking You,**
**Yours faithfully,**

**Abhishek Thakur & Associates**
Company Secretaries

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**Abhishek Thakur**
Proprietor
Membership No.: F10660
CP No.: 22092
Peer Review No.: 4581/2023
UDIN: F010660F003446721

Date: 20.12.2024
Place: New Delhi

**For Uniproducts (India) Limited**

Meghna

**Counter signed by**
**Ms. Meghna Kashtwal**
**Company Secretary**