



*Manish Aggarwal*  
B.Com, FCS, LL. B  
Practising Company Secretary

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### **Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
**Uniroyal Industries Limited**  
365, Industrial Estate, Phase -II,  
Panchkula (Haryana)

**24<sup>th</sup> Annual General Meeting of the Equity Shareholders of Uniroyal Industries Limited held on Friday, the 29<sup>th</sup> September, 2017 at 10.00 A.M. at Hotel Prabhat Inn Sector 10, Panchkula**

Dear Sir,

1. I, Manish Aggarwal, Practising Company Secretary, at S.C.O. 64, 2<sup>nd</sup> Floor, Sector 20-C, Dakshin Marg, Chandigarh-160020 was appointed as Scrutinizer by the Board of Directors of **Uniroyal Industries Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Uniroyal Industries Limited held on 29<sup>th</sup> September, 2017 at 10.00 A.M. at Hotel Prabhat Inn Sector 10, Panchkula, Haryana
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by





use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Securities Limited (CDSL) and the report for voting by use of ballots at the meeting.

3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 26<sup>th</sup> September, 2017 (from 09.00 A.M.) to 28<sup>th</sup> September, 2017 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 29<sup>th</sup> September, 2017 in the presence of two witnesses.
4. At the 24<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September 2017, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who have not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid AGM.

The consolidated results of voting are as under:

#### ORDINARY BUSINESS:

##### (1) As an Ordinary Resolution-Item no. 1

To consider and adopt:

- (a) the audited financial statements of the company for the financial year ended March 31, 2017, the reports of the board of directors and auditors thereon and
- (b) the audited consolidated financial statements of the company for the financial year ended March 31, 2017.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Detail of voting	35	41,51,965	34	41,50,245	1	1,720	0	0
% to total valid votes	100%	100%	97.143%	99.96%	2.857%	0.04%	0	0





**(2) As an Ordinary Resolution-Item no. 2**

To appoint director in place of Ms Rashmi Mahajan who is liable to retire by rotation.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No of Members	Total No of shares/ votes held	No of Members	No of shares/ Votes	No of Members	No of shares/V otes	No of Members	No of shares/Vo tes
Detail of voting	35	41,51,965	32	41,50,195	3	1770	0	0
% to total valid votes	100%	100%	91.428%	99.96%	8.571%	0.04%	0	0

**(3) As an Ordinary Resolution-Item no. 3**

Appointment of Statutory Auditors and fix their remuneration.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No of Members	Total No of shares/ votes held	No of Members	No of shares/ Votes	No of Members	No of shares/V otes	No of Members	No of shares/Vo tes
Detail of voting	34	41,51,940	33	41,50,220	1	1720	0	0
% to total valid votes	100%	100%	97.058%	99.958%	2.942%	0.042%	0	0

**SPECIAL BUSINESS:**

**4) As an Special Resolution-Item no. 4**

To pass resolution U/s 180(1)(c) of the Companies Act, 2013

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No of Members	Total No of shares/ votes held	No of Members	No of shares/ Votes	No of Members	No of shares/V otes	No of Members	No of shares/Vo tes
Detail of voting	35	41,51,965	32	41,50,195	3	1770	0	0
% to total valid votes	100%	100%	91.428%	99.96%	8.571%	0.04%	0	0





**5) As an Special Resolution-Item no. 5**

To pass resolution U/s 180(1)(a) of the Companies Act, 2013

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	35	41,51,965	32	41,50,195	3	1770	0	0
% to total valid votes	100%	100%	91.428	99.96%	8.571%	0.04%	0	0

**6) As an Special Resolution-Item no. 6**

To consider re-appointment of Mr. Akhil Mahajan as Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> September, 2017

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	35	41,51,965	32	41,50,195	3	1770	0	0
% to total valid votes	100%	100%	91.428	99.96%	8.571%	0.04%	0	0

**7) As an Special Resolution-Item no. 7**

To consider re-appointment of Mr. Abhay Mahajan as Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> November, 2017

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	35	41,51,965	32	41,50,195	3	1770	0	0
% to total valid votes	100%	100%	91.428	99.96%	8.571%	0.04%	0	0





**8) As an Special Resolution-Item no. 8**

To consider allotment of 430000 equity shares and for that purpose to pass resolution u/s 42 and 62(1)(c) of the Companies Act, 2013

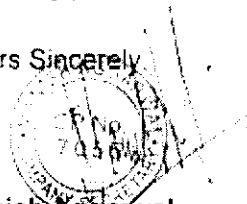
Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes	No. of Members	No. of shares/Vo tes
Detail of voting	35	41,51,965	32	41,50,195	3	1770	0	0
% to total valid votes	100%	100%	91.428	99.96%	8.571%	0.04%	0	0

**Based on the above details of votes cast, the Chairman may declare the result.**

6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of the AGM

Thanking you,

Yours Sincerely,

  
**Manish Aggarwal**  
Company Secretary in Practice  
CP No. 7055  
FCS No. 6714  
Date: 29.09.2017  
Place : Panchkula