

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

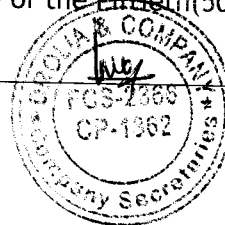
The Chairman,
45th ANNUAL GENERAL MEETING
OF UNIVERSAL PRIME ALUMINIUM LIMITED,
(CIN: L28129MH1971PLC015207)
Century Bhavan,
771, Dr. Annie Besant Road, Worli, Mumbai: 400030

Dear Sir,

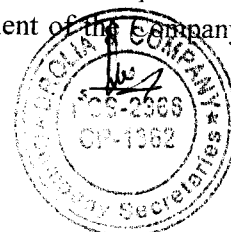
Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 45th Annual General Meeting (AGM) of M/s. UNIVERSAL PRIME ALUMINIUM LIMITED on the Resolutions set out in the AGM Notice dated 27th July, 2017 held at Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai-400 030 at 10:00 A.M on Saturday 23rd day of September 2017.

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **M/s. UNIVERSAL PRIME ALUMINIUM LIMITED** ("the Company") in their meeting held on 27th July, 2017, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms at the 45th AGM of the Company held on **Saturday, the 23rd September, 2017 at Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai-400 030 at 10:00 A.M** in a fair and transparent manner in respect of the following resolutions set out in the AGM Notice of the Company dated 27th July, 2017.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statement for the Financial year ended 31st March, 2017 comprises of Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss and Cash Flow for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2.	Ordinary Resolution	Re-appointment of Mr. Prakash Kumar Mohta (DIN: 00191299) as a Director who retires by rotation and being eligible, offers himself for Re-appointment.
3.	Ordinary Resolution	Appointment of M/s. R. K. Khandelwal & Co., Chartered Accountants, (Firm Registration No. 105054W) as the Statutory Auditors of the Company in place of retiring Auditors M/S Singhi & Co (Chartered Accountants) due to mandatory rotation of Auditors as per provisions of the Companies Act 2013 to hold office from the conclusion of this AGM till the conclusion of the Fiftieth (50 th) AGM of the Company.



1. I submit my report as under:
 - 1.1. The Company had completed the dispatch of Notice of AGM dated 27th July, 2017 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2016-2017 through permitted mode by 25th August, 2017, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 18th August, 2017 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
 - 1.2. In compliance with provisions of Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Board of the Company has fixed 16th September, 2017 as cutoff date for determining the names of Members, who are eligible to cast their vote through remote e voting .The Company had also provided voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper who were Members of the Company as on 16th September, 2017 who did not vote by means of remote e-voting prior to the AGM.
 - 1.3. An Advertisement was published in "Business Standard, Mumbai" (English Edition) and "Mumbai Mitra , Mumbai" (Marathi Edition) on 2nd September, 2017, pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM Notice by 25th August, 2017 and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
 - 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot Paper at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the Resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.
 - 1.5. The e-voting period was commenced on Wednesday, 20th September, 2017 from 9:00 A.M. (IST) and concluded on Friday, 22nd September, 2017 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
 - 1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 16th September, 2017, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 27th July, 2017 of AGM of the Company.
 - 1.7. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by my authorized representative Mr. Mr Subhash Wadekar, who was not in the employment of the Company and the voting was diligently scrutinized.



- 1.8. The votes cast through remote e-voting facility were thereafter unlocked on 23rd September, 2017 at my office at Kolkata on 12.04P. M., after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Prodyut Halder, Village Patkelberia, P.O. Nayabad –Rajpur, P.S. Mathurapur, South 24 Parganas, who were not in the employment of the Company.
- 1.9. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" and "against", on each of the Resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of Resolutions set out in the Notice dated 27th July, 2017 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutiny of physical Ballot received from the Members.
- 1.10. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the said AGM of the Company is as per "Annexure - A" attached herewith.

RESULTS:

There are 28414 Numbers of eligible Members holding total 7967443 no(s) of Shares, who are entitled to vote electronically and /or physically as on cutoff date i.e. 16th September, 2017. All the resolutions mentioned in the notice of Annual General Meeting dated 27th July, 2017 as per details given above stand passed under remote e voting and voting conducted at AGM by way of Ballot papers with requisite majority and hence to be passed as on the date of Annual General Meeting.

I further report that as per the AGM Notice dated 27th July, 2017 and the Board Resolution of the same date, the Chairman or any other person as authorized by the Board in this regard may declare and confirm the above results Of voting (remote e-voting and voting by means of Ballot Papers) at the registered office of the Company, by 23rd September, 2017 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register received from CDSL electronically in respect of vote cast through remote e voting and physical Ballot received from Members in respect of vote cast through physical Ballot at Annual General Meeting. The Ballot Papers and all other relevant records relating to remote e voting and voting through Ballot Paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,

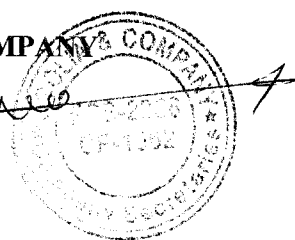
FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 23rd September, 2017

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 45th AGM of UNIVERSAL PRIME ALUMINIUM LIMITED held on Saturday 23rd September, 2017 AT 10:00 A.M.

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			Invalid votes			Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid votes	No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes
1	To receive, consider and adopt the Audited Financial Statement for the Financial year ended 31st March, 2017 comprises of Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)	Electronic	20	4152424	20	4152424	100.00	0	0	0.00	20	4152424	100.00	0	0	0.00	0	0
		Physical	17	21290	17	21290	100.00	0	0	0.00	17	21290	100.00	0	0	0.00	0	0
		TOTAL	37	4173714	37	4173714	100.00	0	0	0.00	37	4173714	100.00	0	0	0.00	0	0
2	Appointment of Mr. Prakash Kumar Mohta (DIN: 00191299) as a Director who retires by rotation and being eligible, offers himself for Re-appointment. (As an Ordinary Resolution)	Electronic	20	4152424	20	4152424	100.00	0	0	0.00	20	4152424	100.00	0	0	0.00	0	0
		Physical	17	21290	17	21290	100.00	0	0	0.00	17	21290	100.00	0	0	0.00	0	0
		TOTAL	37	4173714	37	4173714	100.00	0	0	0.00	37	4173714	100.00	0	0	0.00	0	0
3	M/s. R. K. Khandelwal & Co., Chartered Accountants, (Firm Registration No. 105054W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Fiftieth(50th) AGM of the Company. (As an Ordinary Resolution)	Electronic	20	4152424	20	4152424	100.00	0	0	0.00	20	4152424	100.00	0	0	0.00	0	0
		Physical	17	21290	17	21290	100.00	0	0	0.00	17	21290	100.00	0	0	0.00	0	0
		TOTAL	37	4173714	37	4173714	100.00	0	0	0.00	37	4173714	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(<http://www.evotingindia.com>) in our presence at 12.04 P.M. on the 23rd September, 2017.

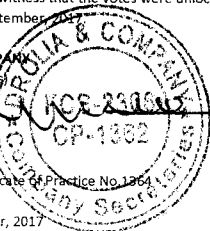
FOR BROLIA & COMPANY
(Company Secretaries)

(Pradyut Halder)
Proprietor

C.S.No.2366, Certificate of Practice No.1264

Place: Kolkata

Date: 23rd September, 2017



(i) Mr. Subhajit Dutta
Dharapara, Chandannagar,
Hooghly-712 138

(ii) Mr. Pradyut Halder

Village Patkelberia, P.O. Nayabad -Rajpur,
P.S. Mathurapur, South 24 Parganas