

**DROLIA & COMPANY**

**(Company Secretaries)**

9, Crooked Lane, Kolkata - 700069

Mobile: 09831196869; 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) Amendment Rules, 2015)*

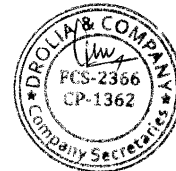
The Chairman,  
**UNIVERSAL PRIME ALUMINIUM LIMITED,**  
CIN: L28129MH1971PLC015207,  
Century Bhavan,  
771, Dr. Annie Besant Road, Worli,  
Mumbai-400 030

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 44<sup>TH</sup> Annual General Meeting of M/s Universal Prime Aluminium Limited held on Saturday, 24<sup>th</sup> September, 2016 at 10.00 A.M. at the registered office at Century Bhavan 771, Dr. Annie Besant Road Worli, Mumbai-400 030.**

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of **M/S Universal Prime Aluminium Limited** ("the Company") at its meeting held on 12<sup>th</sup> August, 2016, in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Paper at the 44<sup>TH</sup> Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 12<sup>th</sup> August, 2016 of the AGM of the Company held on Saturday, 24<sup>th</sup> September, 2016 at 10.00 A.M. at the registered office of the Company at Century Bhavan, 771 Dr. Annie Besant Road, Worli, Mumbai-400 030.

1. The Notice dated 12<sup>th</sup> August, 2016 convening the AGM of the Company along with the Statement under Section 102 of the Act were sent on 01-09-2016 to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 19-08-2016 in respect of the Resolutions to be passed at the said AGM of the Company and the "Advertisement" was published in "Business Standard"(Mumbai Edition) and Mahanayak ( Marathi Edition) on 13-08-2016 pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended.
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility to the Shareholders present at the AGM on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper, who were not able to cast their votes by means of remote e-voting prior to the AGM.




3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder 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 favor" or "against" the Resolutions after taking the effect of "invalid" or "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.
4. Further to the above, I submit my report as under:-
- i. The remote e-voting period commenced on Wednesday, 21<sup>st</sup> September, 2016 from 9.00 A.M (IST) and ended on Friday, 23<sup>rd</sup> September, 2016 at 5.00 P.M. (IST).
  - ii. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 17<sup>th</sup> September, 2016, fixed by the Board of Directors, were entitled to vote on the Resolutions set out in the Notice of the AGM of the Company dated 12<sup>th</sup> August, 2016.
  - iii. Members who were Shareholders as on the cut-off date but did not cast their votes by means of remote e-voting prior to the AGM and attended the AGM were eligible to cast their votes through Physical Ballot Paper at the said AGM. After conclusion of voting by Physical Ballot paper at the said AGM, Ballot Box was opened by my authorized representative in presence of two witness named Mr Subhash Wadekar and Mr Santosh Vapikar, who were not in the employment of the Company and the voting was diligently scrutinized.
  - iv. The votes cast through remote e-voting facility were thereafter unlocked at our office on 24<sup>th</sup> September, 2016, at 11.57 A M after conclusion of AGM, in the presence of 2 (two) witnesses, **Mr. Subhajit Dutta** and **Mrs Sangita Drolia** who were not in the employment of the Company.
  - v. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" or "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 12<sup>th</sup> August, 2016 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>.
  - vi. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the AGM is as per "**Annexure - A**" attached herewith.

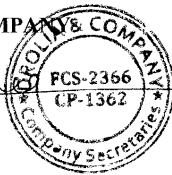
The relevant records of remote e-voting were sealed and handed over to the Directors authorized by the Board for safe keeping.

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: 24<sup>th</sup> September, 2016

**Consolidated Scribble(s) Report of Voting on the Resolutions considered at the 44th AGM of UNIVERSAL PRIME ALUMINIUM LIMITED held on 24th September, 2016**

Sl. No	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes		% of Invalid votes		Vote cast in favour of		% of Valid votes in favour of the resolution		% of Valid votes against the resolutions		Abstain	
					Valid folios/ Ballots	No. of Votes	% of Valid votes	Invalid folios/ Ballots	% of Invalid votes	Resolutions	No. of Votes	% of Valid votes in favour of the resolution	No. of Votes	% of Valid votes against the resolutions	No. of Votes			
1	To receive, consider and adopt the Audited Balance Sheet of the Company for the financial year ended 31st March 2016 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.	Electronic	23	4180330	23	4180330	100.00	0	0	0.00	23	4180330	100.00	0	0	0.00	0	0
1		Physical	15	23683	15	23683	100.00	0	0	0.00	15	23683	100.00	0	0	0.00	0	0
		TOTAL	38	4204013	38	4204013	100.00	0	0	0.00	38	4204013	100.00	0	0	0.00	0	0
2	To appoint a Director in place of Mrs. Jagritha Jais (DIN:01560121), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment (As an Ordinary Resolution)	Electronic	23	4180330	23	4180330	100.00	0	0	0.00	23	4180330	100.00	0	0	0.00	0	0
2		Physical	15	23683	15	23683	100.00	0	0	0.00	15	23683	100.00	0	0	0.00	0	0
		TOTAL	38	4204013	38	4204013	100.00	0	0	0.00	38	4204013	100.00	0	0	0.00	0	0
3	Appointment of M/S. Shrin & Co. Chartered Accountants (Firm No:3020485) as Auditors of the Company to hold office from the conclusion of this AGM of the Corporation of India A.G.M. of the Corporation upto remuneration as shall be fixed by the Board of Directors of the Company for the financial year 2016-17. (As an Ordinary Resolution)	Electronic	23	4180330	23	4180330	100.00	0	0	0.00	23	4180330	100.00	0	0	0.00	0	0
3		Physical	15	23683	15	23683	100.00	0	0	0.00	15	23683	100.00	0	0	0.00	0	0
		TOTAL	38	4204013	38	4204013	100.00	0	0	0.00	38	4204013	100.00	0	0	0.00	0	0
4	Appointment of Mr. G. C. Deshmukh (DIN: 0018101) as an Independent Director to hold office for five consecutive years upto 2021, who was appointed as an additional Director pursuant to the provision of Sec.161 of the Companies Act, 2013 to hold office upto the date of this A.G.M. and in respect of whom the COMPANY has received a notice	Electronic	23	4180330	23	4180330	100.00	0	0	0.00	23	4180330	100.00	0	0	0.00	0	0
4		Physical	15	23683	15	23683	100.00	0	0	0.00	15	23683	100.00	0	0	0.00	0	0
		TOTAL	38	4204013	38	4204013	100.00	0	0	0.00	38	4204013	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (http://www.evotingindia.com) in our presence at 11.58 A.M. on the 24th September, 2016.

(I) Mr. Subhrajit Dutta  
Charapara, Chiranchangan,  
Hooghly-712 136

(II) Mrs Sangita Datta  
Block D, 2nd Floor  
13, Selimpur Road  
Kolkata-700031

FOR DROULA & COMPANY  
(Company Secretaries)  
Proprietor  
(Pravin Kumar Datta)  
F.C.S. No.2366, Certificate of Practice No.1362  
Place: Kolkata  
Date: 24th September, 2016

