

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

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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]

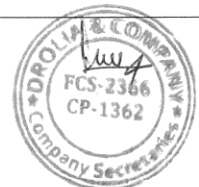
The Chairman,
47th ANNUAL GENERAL MEETING
OF UNIVERSAL PRIME ALUMINIUM LIMITED,
(CIN: L28129MH1971PLC015207)
Century Bhavan,
771, Dr. Annie Besant Road, Worli, Mumbai: 400030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 47th Annual General Meeting (AGM) of M/s. UNIVERSAL PRIME ALUMINIUM LIMITED on the resolutions set out in the AGM notice dated 15th July, 2019 held at Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai-400 030 at 10:00 A.M on Friday 20th day of September 2019.

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 24th June, 2019, 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 47th AGM of the Company held on Friday, the 20th September, 2019 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 .

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	Receive, consider and adopt the Audited Financial Statement for the Financial year ended 31st March, 2019 comprises of Balance Sheet as at 31 st March, 2019 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. Gokul Chand Damani (DIN: 01350121), as a Director who retires by rotation this Annual General Meeting and being eligible, offers himself for re-appointment.
3	Ordinary Resolution	Appointment of Mr. Nawal Kishore Bagri (DIN: 08480264), who was appointed as an additional Director on the Board on 13/06/2019 as a Non-executive Independent Director as per applicable provisions of the Companies Act 2013 and SEBI (LODR) regulations 2015 for a term of five consecutive years a term up to 2024 and that he shall not be liable to retire by rotation.



4	Special Resolution	Change in designation of office of Mr. Gokul Chand Damani (DIN: 00191101), from Non-executive Independent Director to Whole time Director of the Company, who has attained the age of 70 years.
5	Special Resolution	To borrow any sum or sums of money under Section 180(1) (c) from time to time for the purpose of the Company on such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary Loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate paid up Share Capital of the Company and its free reserves provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of ₹ 15 Crores (Rupees fifteen Crores Only)."
6	Special Resolution	Consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any other body (ies) corporate and /or give any guarantee or provide security in connection with a loan to any other body(ies) corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody(ies) corporate up to an aggregate amount not exceeding ₹ 30 Crores (Rupees thirty Crores Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of notice of AGM dated 15th July, 2019 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 2018-2019 through permitted mode by 20th August, 2019, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 14th August, 2019 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 13th September, 2019 as cut-off 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 who were Members of the Company as on 15th September, 2019 and 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 28th August, 2019, 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 and other documents by permitted mode 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 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 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 Tuesday, 17th September, 2019 from 9:00 A.M. (IST) and concluded on Thursday, 19th September, 2019 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., 13th September, 2019, fixed by the Company, were entitled to vote on the Resolutions set out in the notice 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 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 20th September 2019 at my office at Kolkata on 12.43 P. M., after conclusion of AGM, in the presence of 2 (two) witnesses, who were not in the employment of the Company.
- 1.9. The Report inter alia containing details such as list of Equity Shareholders, 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 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 28213 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. 13th September, 2019. All the resolutions mentioned in the notice of Annual General Meeting 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 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, latest by 22nd September, 2019 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

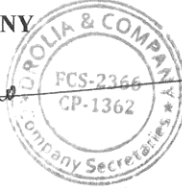
(Company Secretaries)


(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 21st September, 2019