

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Form No. MGT-13

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]

To,
The Chairman,
**48TH ANNUAL GENERAL MEETING
OF UNIVERSAL PRIME ALUMINIUM LIMITED,
(CIN: L28129MH1971PLC015207)**
Century Bhawan, 1st Floor,
771, Dr. Annie Besant Road, Worli,
Mumbai-400030.

Dear Sir,

Sub: Consolidated scrutinizer's report on e-voting (i.e. vote cast electronically prior to AGM and as well as during the course of AGM) on resolutions mentioned in the notice dated 30th July 2020 of 48th Annual General Meeting (AGM) of UNIVERSAL PRIME ALUMINIUM LIMITED held through video conferencing (VC)/other audio-visual means (OAVM) on Wednesday, the 30th September, 2020 at 2:30 P.M.

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 **UNIVERSAL PRIME ALUMINIUM LIMITED** ("the Company") in their meeting held on 30th June, 2020 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules 2015 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 conducted before the AGM and during the course of AGM on the following resolutions mentioned in the notice dated 30/07/20 passed by the Members at the 48th AGM of the Company held **through video conferencing(VC)/other audio visual means (OAVM) on Wednesday, the 30th September, 2020 at 2:30 P.M.** in a fair and transparent manner.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and reports of Board of Directors and Auditors thereon.
2.	Ordinary Resolution	To appoint a Director in place of Mr. Gokul Chand Damani (holding DIN: 00191101), who retire by rotation and being eligible offer himself for re-appointment.
3.	Ordinary Resolution	To approve appointment of Mrs. Pooja Vinod Sharma (DIN: 08772909) as a Director (Non-Executive Woman Director) of the Company liable to retire by rotation.

- 1.1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the passing of resolutions set out in notice dated 30th July, 2020 including circulars issued by the MCA from time to time in view of the current extra ordinary circumstances due to COVID -19 pandemic requiring social distancing and have advised the Company to take all decisions requiring Members approval, other than items of ordinary business or businesses where any person has a right to heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act 2013 without holding a general meeting that requires physical presence of Members at a common venue. My responsibility, as a scrutinizer for e-voting process is restricted to the extent of ascertaining requisite votes casted i.e. “in Favour” and “Against” the resolution mentioned in the notice 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. The deemed venue for the AGM shall be the Registered Office of the Company.
2. I submit my report as under:
 - 2.1. As per information provided, the Company had completed the dispatch of notice of AGM dated 30th July, 2020 inter-alia containing User ID, password and Annual Report for the financial year 2019-2020 through electronic mode only by 07th September 2020 to those Members whose names appeared in the Register of Members/List of beneficiaries as on 4th September, 2020 being the cut-off date fixed by the Board for dispatch of notice along with other necessary information and whose email address were registered with the Company and Registrar and Transfer Agents (RTA) in terms of MCA General Circular No 17/2020 dated 13 April 2020 and General Circular No 22/2020 dated 15 June 2020 (MCA Circulars). 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.
 - 2.2. The Members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent were given special facility to get their email ID registered either with RTA or with the Company to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notices published on 21st August 2020 in “Business Standard , Mumbai” (English edition) and in the Global Times Mumbai(Marathi edition) informing the Members about update their credentials with Company and RTA, for getting Annual Report and other details regarding e voting process electronically as per mca circulars and on 11th September in “Business Standard , Mumbai (English edition) and in the Global Times (Marathi Edition) informing the Members about completion of dispatch of notice electronically, along with other information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended .
 - 2.3. In compliance with provisions of Rule 20 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 has arranged remote e-voting facility through Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 23rd September, 2020 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 electronic voting facility through CDSL platform to the Shareholders during the course of the meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013.

- 2.4. The e-voting period was commenced on Sunday, 27th September, 2020 from 09:00 A.M. (IST) and concluded on Tuesday, 29th September, 2020 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 23rd September, 2020, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by electronic mode only.
- 2.5. At the meeting of the Board of Directors of the Company held on 30th June, 2020, Ms. Priyanka Motwani, Company Secretary and Compliance Officer, was made responsible for conducting the entire e voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM and e voting process.
- 2.6. The votes cast through remote e-voting before the AGM and during the course of AGM were unblocked after the conclusion of AGM at 3.30 P.M approx. in the presence of 2 (two) witnesses, Ms. Sangita Drolia of Tower 1, 378, P A Saha Road, Kolkata 700068 and Mr. Naveen Saraf of 58/35, Prince Anwar Saha Road, Kolkata 700045 who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 2.7. 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 dated 30th July 2020 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of remote e voting done prior to AGM as well as during the course of AGM .
- 2.8. The result of voting on the resolutions through electronic means prior to AGM as well as during the course of AGM is as per “**Annexure - A**” attached herewith.

RESULTS:

There are 28133 numbers of eligible Members holding total 79,67,443 no(s) of Shares, who are entitled to vote electronically as on cut-off date i.e. 23rd September, 2020. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand passed under remote e voting with requisite majority. I further report that Ms Priyanka Motwani Company Secretary and Compliance officer has been authorized by the Chairman of the meeting to declare and confirm the above results of voting at the registered office of the Company latest by 2nd October, 2020 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 (i.e. vote cast electronically prior to AGM and during the course of AGM) and will be handed over to the Company Secretary of the Company for safe keeping after declaration of result.

Thanking You,

Yours faithfully,

FOR DROLIA & COMPANY

(Company Secretaries)

Proprietor

F.C.S No.2366, CP 1362

UDIN: F002366B000831810

Place: Kolkata

Date: 1st October, 2020