



Jayshree A. Lalpuria & Co.

Practising Company Secretaries

14, Adarsh, 9/83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai-400 057.
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
National Plastic Industries Limited,
A-59, MIDC, Road No. 1,
Marol, Andheri (East),
Mumbai – 400093.

Dear Sir,

1. I, Jayshree A. Lalpuria, Practising Company Secretary, having office at 14, Adarsh, 83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai -400 057, have been appointed as the Scrutinizer by the Board of Directors of National Plastic Industries Limited, ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 on the 9 (Nine) resolutions contained in the notice dated 14th August, 2015 convening the 28th Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, 29th September, 2015 at 11.00 a.m. at Hotel Suba Galaxy, N. S. Phadke Road, Off. Western Express Highway, Andheri (East), Mumbai-400 069.
2. I was also appointed as the Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 29th September, 2015.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholder at the said AGM on the resolutions contained in the notice to the said AGM. My responsibility as the 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 consolidated Scrutinizers' 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 remote e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company and the report for voting by use of ballots at the meeting.
4. Further to above, I submit my report as under:



- 4.1 The remote e-voting period remained open from 9.00 a.m. on Friday, 25th September, 2015 up to 5.00 p.m. on Monday, 28th September, 2015.
- 4.2 The Shareholders holding shares as on the cut-off date i.e. 22nd September, 2015, were entitled to vote on the proposed 9 (Nine) resolutions set out in the Notice convening 28th Annual General Meeting of the Company.
- 4.3 The Chairman at the 28th Annual General Meeting, at the end of discussions on the resolutions contained in the Notice, allowed voting through ballot at the venue to all those members who were present at the meeting but have not cast their vote by availing remote E-voting.
- 4.4 After conclusion of the voting at the AGM, the poll papers were reconciled with the records maintained by the Company and Registrar & Transfer Agents with respect to the Authorization/proxies lodged with the Company.
- 4.5 The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, namely, Ms. Jeethi Pillai and Ms. Ciji Antony who are not in the employment of the Company. Thereafter, the e-voting results containing, inter-alia the list of Shareholders who have voted in favour or against the resolutions or who have abstained from voting were downloaded from the e-voting website National Securities Depository Limited i.e. (<https://www.evoting.nsdl.com>)



The consolidated result of the remote e-voting and voting at the meeting is as under:

a) **Resolution No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements for the year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.96
Physical ballots	9	1824	0.04
Total	23	5174867	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	1	100	0
Total	1	100	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	3	100
Total	3	100



b) **Resolution No. 2 – Ordinary Resolution – Declaration of dividend on Equity Shares for the year ended 31st March, 2015.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.96
Physical ballots	9	1824	0.04
Total	23	5174867	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	1	100	0
Total	1	100	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	3	100
Total	3	100



c) **Resolution No. 3 – Ordinary Resolution – To re-appoint M/s. Seth Doctor & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.96
Physical ballots	9	1873	0.04
Total	23	5174916	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	4	151
Total	4	151



d) **Resolution No. 4 – Special Resolution – Adoption of new Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.96
Physical ballots	10	1924	0.04
Total	24	5174967	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	3	100
Total	3	100



e) **Resolution No. 5 – Ordinary Resolution – Approval for varying the terms of appointment of Mr. Paresh V. Parekh (DIN: 00432673), Managing Director by making his office liable to retire by rotation.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	1100307	99.83
Physical ballots	9	1824	0.17
Total	15	1102131	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	1	100	0
Total	1	100	0

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	4072736
Physical ballots	3	100
Total	11	4072836



f) **Resolution No. 6 – Ordinary Resolution – Approval for varying the terms of appointment of Mr. Ketan V. Parekh (DIN: 00432734), Joint Managing Director by making his office liable to retire by rotation.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	1426032	99.87
Physical ballots	8	1773	0.12
Total	16	1427805	99.99

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	1	100	0.01
Total	1	100	0.01

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	6	3747011
Physical ballots	4	151
Total	10	3747162



g) Resolution No. 7 – Special Resolution – Approval for keeping the Registers of Members and other related documents at a place other than registered office of the Company.

i) Voted in favour of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.96
Physical ballots	7	1000	0.02
Total	21	5174043	99.98

ii) Voted against the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	2	873	0.02
Total	2	873	0.02

iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	4	151
Total	4	151



h) **Resolution No. 8 – Ordinary Resolution – Appointment of Mr. Dilip M. Thaker (DIN: 00260231) as an Independent Director of the Company to hold office for a term of 5 years from the date of 28th Annual General Meeting of the Company.**

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.97
Physical ballots	8	1773	0.03
Total	22	5174816	100.00

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	1	100	0
Total	1	100	0

iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	4	151
Total	4	151



- i) **Resolution No. 9 – Ordinary Resolution – Appointment of Mrs. Jyoti M. Palekar (DIN: 03043009) as an Independent Director of the Company to hold office for a term of 5 years from the date of 28th Annual General Meeting of the Company.**

- i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5173043	99.97
Physical ballots	8	1773	0.03
Total	22	5174816	100.00

- ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	1	100	0
Total	1	100	0

- iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	4	151
Total	4	151



5. The register and all other papers relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, the same will be handed over to the Company.

Thanking you,

Yours faithfully,

For **Jayshree A. Lalpuria & Co.**
Practising Company Secretary,



Jayshree A. Lalpuria
(Proprietor)



Date: 1st October, 2015

Place: Mumbai



Chairman of the Meeting

National Plastic Industries Limited