ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
Tel. : 0512-2332397 • **Mobile** : 09839100709
E-mail : adesh.tandon11@gmail.com

Date.....

SCRUTINIZER'S REPORT-COMBINED

{Pursuant to the section 108 and 109 of the Companies Act, 2013 and Rule 20 & 21(2) of Companies (Management & Administration) Rules, 2014}

To,
The Chairman,

The 48th Annual General Meeting of the Equity shareholders of M/s Kanpur Plastipack Limited held on the 12th day of September, 2019 at its Registered office at D-19-20, Panki Industrial Area, Kanpur-208022 (UP).

Dear Sir,

1. I, Adesh Tandon, Company Secretary in practice, have been appointed as a scrutinizer by
   (i) The Board of Directors of M/s Kanpur Plastipack Limited ("the Company") for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 and amendments thereon; and
   (ii) The Chairman of the 48th Annual General Meeting (AGM) for the purpose of poll under the provisions of section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014, on the resolutions contained in the notice to the 48th Annual General Meeting (AGM) of the Company, held on 12th day of September, 2019 at its Registered office at D-19-20 Panki Industrial Area, Kanpur-208022.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 48th Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report (Combined) of the votes cast 'in favour" or "in against" the resolutions stated below, based on the reports generated from the e-voting system provided by National

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Securities Depository Limited ('NSDL'), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also based on the Poll conducted at the AGM.

3. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Authorized Agency to provide secured system for E-Voting process.

4. The E-Voting period remained open from 09:00 A.M. (IST) on 9th September, 2019 up to 05:00 P.M. (IST) on 11th September, 2019.

5. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote E-Voting on the proposed resolutions is 6th September, 2019.

6. The votes cast electronically were unblocked on 12th September, 2019, around 12:35 P.M after the conclusion of the Voting in the AGM, in the presence of two witnesses, Ms. Chhavi Saxena R/o 117/336, H-1, Pandu Nagar, Kanpur - 208005 and Mr. Awashesh Dixit R/o 30/6, Vishnu Puri, Kanpur - 208002, who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.

Chhavi Saxena

Awashesh Dixit

7. The Poll facility has been provided to all the shareholders who attended the AGM to vote at the Resolutions as contained in the Notice to the 48th AGM but not to those shareholders who have opted the facility to vote through remote e-voting.
8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the E-Voting website of National Securities Depository Limited and based on such reports the results of Remote E-Voting and Poll on each resolution are given hereunder:

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A) Resolution No.1: (Ordinary Resolution) To receive, consider and adopt Audited Profit and Loss account of the Company for the financial year ended 31st March, 2019 and Balance Sheet as at that date together with the Reports of Auditors and Directors thereon.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
7	**1553**	**35**	**10377509**	**10379062**	**100%**

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	**0**	**0**	**0**	**0**	**0**

Voted **'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll
0	**0**	**1**	**270**	**270**

Result:

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Since, no vote has been casted against the resolution, therefore the ordinary resolution has been passed with full majority.

B) Resolution No. 2: (Ordinary Resolution) Declaration of Dividend.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
6	**1443**	**35**	**10377509**	**10378952**	**100%**

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	**0**	**0**	**0**	**0**	**0**

Voted **'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll
0	0	1	270	270

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Result- ***Since, no vote has been casted against the resolution, therefore the ordinary resolution has been passed with full majority.***

C) Resolution No. 3: (Ordinary Resolution) To appoint a Director in place of Shri. Shashank Agarwal, who retires by rotation and is eligible for re-appointment.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
5	1318	35	10377509	10378827	99.99

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	125	0	0	125	0.01

Voted **'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll
0	0	1	270	270

Result:

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Since, the votes cast in favor of the resolution are more than the votes cast against it, therefore the ordinary resolution has been passed with requisite majority.

D) Resolution No. 4: (Special Resolution) To consider and approve the re-appointment of Shri Sunil Mehta, as Executive Director for a period of 5 years w.e.f. 1st September, 2019 to 31st August, 2024.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
5	**1318**	**35**	**10377509**	**10378827**	**99.99**

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	**125**	**0**	**0**	**125**	**0.01**

Voted **'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll
0	**0**	**1**	**270**	**270**

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Result:

Since, the votes cast in favor of the resolution are more than thrice the number of votes cast against it, therefore, the special resolution has been passed with requisite majority.

E) Resolution No. 5: (Ordinary Resolution) To consider and approve the appointment of Shri, Dharam Bir Prasad as Independent Director for 5 (five) consecutive years.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
5	**1318**	**35**	**10377509**	**10378827**	**99.99**

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	**125**	**0**	**0**	**125**	**0.01**

Voted **'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll

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0	0	1	270	270

Result:

Since, the votes cast in favor of the resolution are more than thrice the number of votes cast against it, therefore, the special resolution has been passed with requisite majority.

F) Resolution No. 6: (Special Resolution) To consider for securing the borrowings and avail loan(s) upto the limit not exceeding Rs. 500 Crores.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
4	1036	35	10377509	10378545	99.99

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
2	407	0	0	407	0.01

Voted **'INVALID'**

Number of Members voted through	Number of votes	Number of Member/Proxies	Number of Vote cast	Total Number of Vote cast through e-voting

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Date.....

electronic voting system	cast Invalid by e-voting	Voted by Poll	Invalid by poll	and Poll
0	0	1	270	270

Result:

Since, the votes cast in favor of the resolution are more than thrice the number of votes cast against it, therefore, the special resolution has been passed with requisite majority.

G) Resolution No. 7: (Ordinary Resolution) To consider and approve the appointment of M/s Rakesh Misra & Company, Cost Auditors for Financial Year ending 31st March, 2020.

Voted in **'FAVOUR'** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in 'Favour' of resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
5	1318	35	10377509	10378827	99.99

Voted **'AGAINST'** the resolution:

Number of Members voted through electronic voting system	Number of votes cast 'against' resolution by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast 'Against' resolution by Poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	125	0	0	125	0.01

ADESH TANDON COMPANY SECRETARY KANPUR

ADESH TANDON & ASSOCIATES
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Voted **'INVALID'**

Number of Members voted through electronic voting system	Number of votes cast Invalid by e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast Invalid by poll	Total Number of Vote cast through e-voting and Poll
0	**0**	**1**	**270**	**270**

Result:

Since, the votes cast in favor of the resolution are more than thrice the number of votes cast against it, therefore, the special resolution has been passed with requisite majority.

9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

For Adesh Tandon & Associates
Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES
PROPRIETOR
C.P. No. 1121

Adesh Tandon
Proprietor
FCS No. 2253
C.P. No. 1121

Date: September 12, 2019
Place: Kanpur