# 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 Extra-Ordinary General Meeting of the Equity shareholders of Kanpur Plastipack Limited held on the 18th day of April, 2019 at 1:00 PM 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 Extra-Ordinary General Meeting (EGM) 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 Extra-Ordinary General Meeting (EGM) of the Company, held on 18th day of April, 2019 at 1:00 PM 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 Extra-Ordinary General meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the EGM 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 EGM.

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 commences on 15.04.2019 (9:00 AM) and ends on 17.04.2019 (5:00 PM)

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 12th April, 2019.

6. The votes cast electronically were unblocked on 18th April, 2019, around 3:00 P.M after the conclusion of the Voting in the EGM, in the presence of two witnesses, Ms. Anusha Sharma, R/o 117/h1/336, Model Town Pandu Nagar 208005, and Mr. Awashesh Dixit, R/o 30/6, Vishnupuri, 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.

**ANUSHA SHARMA** **AWASHESH DIXIT**

7. The Poll facility has been provided to all the shareholders who attended the EGM to vote at the Resolutions as contained in the Notice to the EGM 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) <u>Resolution No.1</u>: (Special Resolution) Approval for continuation of Directorship of Shri Mahesh Swarup Agarwal, Chairman Emeritus (DIN: 00550799):**

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** | **2608** | **34** | **10055952** | **10058560** | **99.9986** |

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 |
|---|---|---|---|---|---|
| **3** | **138** | **0** | **0** | **138** | **.0014** |

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** | **225** | **225** |

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**Result:**
***Since, the votes cast in favor of the resolution are more than three times the votes cast against it, therefore the special resolution has been passed with special majority.***

**B) Resolution No. 2: (Special Resolution) Approval for continuation of Directorship and consent for re-appointment of Shri Ram Gopal Bagla, NonExecutive Independent Director (DIN: 00135348):**

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 |
|---|---|---|---|---|---|
| **8** | **2618** | **34** | **10055952** | **10058570** | **99.9987** |

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** | **128** | **0** | **0** | **128** | **.0013** |

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** | **225** | **225** |

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**Result:**
***Since, the votes cast in favor of the resolution are more than three times the votes cast against it, therefore the special resolution has been passed with special majority..***

**C) Resolution No. 3: (Special Resolution) Approval and ratification of the re-appointment of Shri Prem Singh Khamesra, Non Executive Independent Director (DIN: 00049162):**

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 |
|---|---|---|---|---|---|
| **8** | **2618** | **34** | **10055952** | **10058570** | **99.9987** |

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** | **128** | **0** | **0** | **128** | **.0013** |

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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** | **225** | **225** |

**Result:**

***Since, the votes cast in favor of the resolution are more than three times the votes cast against it, therefore the special resolution has been passed with special majority.***

**D) Resolution No. 4: (Special Resolution) Approval and ratification of the re-appointment of Shri Subodh Kumar, Non Executive Independent Director (DIN: 06933864):**

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 |
|---|---|---|---|---|---|
| **8** | **2618** | **34** | **100555952** | **10058570** | **99.9987** |

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** | **128** | **0** | **0** | **128** | **.0013** |

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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** | **225** | **225** |

**Result:**

***Since, the votes cast in favor of the resolution are more than three times the votes cast against it, therefore the special resolution has been passed with special majority.***

**E) Resolution No. 5: (Special Resolution) Approval for reissue / cancel / dispose off the forfeited shares.**

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 |
|---|---|---|---|---|---|
| **8** | **2618** | **34** | **10055952** | **10058570** | **99.9987** |

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** | **128** | **0** | **0** | **128** | **.0013** |

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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** | **225** | **225** |

**Result:**

***Since, the votes cast in favor of the resolution are more than three times the votes cast against it therefore the special resolution has been passed with special 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:** April 19, 2019
**Place:** Kanpur