



**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 7 (Seven) resolutions contained in the notice dated 3<sup>rd</sup> August, 2018 convening the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, 19<sup>th</sup> September, 2018 at 4.00 p.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 19<sup>th</sup> September, 2018.
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 Central Depository Services (India) 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 Sunday, 16<sup>th</sup> September, 2018 up to 5.00 p.m. on Tuesday, 18<sup>th</sup> September, 2018.
- 4.2 The Shareholders holding shares as on the cut-off date i.e. 12<sup>th</sup> September, 2018, were entitled to vote on the proposed 7 (Seven) resolutions set out in the Notice convening 31<sup>st</sup> Annual General Meeting of the Company.
- 4.3 The Chairman at the 31<sup>st</sup> 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. Kalpita Poojary and Mr. Roshani Shah 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 of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.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 31<sup>st</sup> March, 2018, 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	21	5026460	97.11
Physical ballots	11	149778	2.89
Total	32	5176238	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	0	0
Total	0	0



b) **Resolution No. 2 – Ordinary Resolution – Declaration of dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2018.**

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	21	5026460	97.11
Physical ballots	11	149778	2.89
<b>Total</b>	<b>32</b>	<b>5176238</b>	<b>100.00</b>

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

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	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



c) **Resolution No. 3 – Ordinary Resolution – Appointment of a Director in place of Mr. Neeta K. Parekh (DIN 00811690), who retires by rotation and being eligible, offers herself for re-appointment.**

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	20	4474460	96.76
Physical ballots	11	149778	3.24
<b>Total</b>	<b>31</b>	<b>4624238</b>	<b>100.00</b>

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

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	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



d) **Resolution No. 4 – Ordinary Resolution – Re-appointment Mr. Paresh V. Parekh (DIN: 00432673) as the Managing Director of the Company and fixing his remuneration.**

j) **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	970835	86.63
Physical ballots	11	149778	13.37
<b>Total</b>	<b>25</b>	<b>1120613</b>	<b>100.00</b>

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	3	1912100
Physical ballots	0	0
<b>Total</b>	<b>3</b>	<b>1912100</b>



e) **Resolution No. 5 – Ordinary Resolution – Re-appointment Mr. Ketan V. Parekh (DIN: 00432734) as the Joint Managing Director and fixing his 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	16	1593360	91.41
Physical ballots	11	149778	8.59
Total	27	1743138	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	3	1906100
Physical ballots	0	0
Total	3	1906100



f) **Resolution No. 6 – Ordinary Resolution –Ratification of appointment of and remuneration to M/s. N. Ritesh & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2018-19.**

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	21	5026460	97.11
Physical ballots	11	149778	2.89
<b>Total</b>	<b>32</b>	<b>5176238</b>	<b>100.00</b>

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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

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	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





- g) Resolution No. 7 – Ordinary Resolution –Appointment of Mr. Rajeev Ranjan S. Kapur (DIN: 00338947) as an Independent Director of the Company for a period of 5 years from 19<sup>th</sup> September, 2018.

- 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	21	5026460	97.11
Physical ballots	11	149778	2.89
Total	32	5176238	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	0	0
Total	0	0



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,

*Jalpuria*

Jayshree A. Lalpuria  
(Proprietor)



Date: 20<sup>th</sup> September, 2018  
Place: Mumbai