

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

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]

The Chairman,
**46th ANNUAL GENERAL MEETING
OF UNIVERSAL PRIME ALUMINIUM LIMITED,
(CIN: L28129MH1971PLC015207)
Century Bhavan,
771, Dr. Annie Besant Road, Worli, Mumbai: 400030**

Dear Sir,

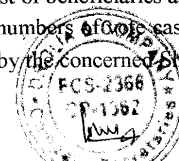
Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 46th Annual General Meeting (AGM) of M/s. UNIVERSAL PRIME ALUMINIUM LIMITED on the Resolutions set out in the AGM Notice dated 18th July, 2018 held at Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai-400 030 at 10:00 A.M on Saturday 22nd day of September 2018.

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 **M/s. UNIVERSAL PRIME ALUMINIUM LIMITED** ("the Company") in their meeting held on 18th July, 2018, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended 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 and voting through physical ballot at the 46th AGM of the Company held on **Saturday, the 22nd September, 2018 at Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai-400 030 at 10:00 A.M** in a fair and transparent manner in respect of the following resolutions set out in the AGM notice of the Company dated 18th July, 2018.

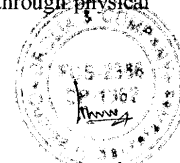
Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statement for the Financial year ended 31st March, 2018 comprises of Balance Sheet as at 31 st March, 2018 and the Statement of Profit and Loss and Cash Flow for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2.	Ordinary Resolution	Re-appointment of Ms. Jayantika Jatia (DIN: 01350121) as a Director who retires by rotation and being eligible, offers herself for re-appointment.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of notice of AGM dated 18th July, 2018 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2017-2018 through permitted mode by 16th August, 2018, to those Members whose names appeared in the register of Members/List of beneficiaries as on cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers of votes 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.



- 1.2. In compliance with provisions of Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended read with regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 15th September, 2018 as cutoff date for determining the names of Members, who are eligible to cast their vote through remote e voting .The Company had also provided voting facility to the Shareholders present at the AGM to vote on the resolutions set out in the notice of the said AGM through physical ballot who were Members of the Company as on 15th September, 2018 who did not vote by means of remote e-voting prior to the AGM.
- 1.3. An Advertisement was published in “Business Standard, Mumbai” (English Edition) and “Mumbai Mitra, Mumbai” (Marathi Edition) on 28th September, 2018, pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM Notice and other documents by permitted mode along with other information as specified in the Rules.
- 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and voting through physical ballot at the AGM on the resolutions contained in the notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) report of the total votes, cast "in favour" and "against" the resolutions 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.
- 1.5. The e-voting period was commenced on Wednesday, 19th September, 2018 from 9:00 A.M. (IST) and concluded on Friday, 21st September, 2018 at 5:00 P.M. (IST). The E-voting module was disabled by CDSL for voting thereafter The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer’s login on the CDSL e-voting website.
- 1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 15th September, 2018, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company.
- 1.7. After conclusion of voting by physical ballot at the said AGM, the Ballot Box was opened by my authorized representative Mr Subhash Wadekar, who was not in the employment of the Company and the voting was diligently scrutinized.
- 1.8. The votes cast through remote e-voting facility were thereafter unlocked on 22nd September, 2018 at my office at Kolkata on 11.29 A. M., after conclusion of AGM, in the presence of 2 (two) witnesses, who were not in the employment of the Company.
- 1.9. The report inter alia containing details such as list of Equity Share Holders, 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 18th July, 2018 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutiny of physical ballot received from the Members.
- 1.10. The combined result of voting through electronic means, i.e. remote e-voting and voting through physical ballot papers at the said AGM of the Company is as per “Annexure - A” attached herewith.



RESULTS:

There are 28320 numbers of eligible Members holding total 7967443 no(s) of Shares, who are entitled to vote electronically and /or physically as on cutoff date i.e. 15th September, 2018. All the resolutions mentioned in the notice of Annual General Meeting dated 18th July, 2018 as per details given above stand passed under remote e voting and voting conducted at AGM by way of ballot papers with requisite majority and hence to be passed as on the date of Annual General Meeting.

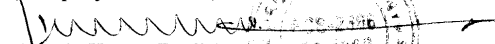
I further report that the Chairman of the meeting Mr P K Mohta in this regard may declare and confirm the above results of voting (remote e-voting and voting by means of ballot papers) at the registered office of the Company, latest by 24th September, 2018 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register received from CDSL electronically in respect of vote cast through remote e voting and physical ballot received from Members in respect of vote cast through physical ballot at Annual General Meeting. The ballot papers and all other relevant records relating to remote e voting and voting through ballot papers are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY

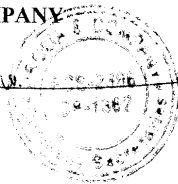
(Company Secretaries)


(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 22nd September, 2018



Consolidated Scruitiner(s) Report of Voting on the Resolutions considered at the 46th AGM of M/s UNIVERSAL PRIME ALUMINIUM LIMITED held on 22nd September, 2018 at 10:00 AM

Annexure - "A"

Sl. No.	Resolution	Mode	No. of folios/ Ballois Received	Total no. of Shares held	Valid votes		% of Valid Votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain		
					No. of folios/ No. of Ballois received	Votes		No. of folios/ No. of Ballois received	Votes		No. of folios/ No. of Ballois received	Votes		No. of folios/ No. of Ballois received	Votes		No. of folios/ No. of Ballois received	Votes	
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 including Audited Balance Sheet as at 31st March, 2018 and statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.																			
1		Electronic	23	3834138	23	3834138	100.00	0	0	0.00	23	3834138	100.00	0	0	0.00	0	0	
		Physical	17	168134	17	168134	100.00	0	0	0.00	17	168134	100.00	0	0	0.00	0	0	
TOTAL			40	4002272	40	4002272	100.00	0	0	0.00	40	4002272	100.00	0	0	0.00	0	0	
2	Re-appointment of Ms. Jayantika Jata (DIN: 01350121) as a Director who retires by rotation and being eligible, offers herself for re-appointment	Electronic	23	3834138	23	3834138	100.00	0	0	0.00	23	3834138	100.00	0	0	0.00	0	0	
		Physical	17	168134	17	168134	100.00	0	0	0.00	17	168134	100.00	0	0	0.00	0	0	
TOTAL			40	4002272	40	4002272	100.00	0	0	0.00	40	4002272	100.00	0	0	0.00	0	0	

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 11:29 on the 22nd September, 2018

(i) Mr. Naveen Saraf
58/21, Prince Anwar Shah Road
Kolkata 700045

(ii) Mr. Kaushal Drolia
Block D, 2nd floor,
13, Saltinpur Road,
Kolkata-700 051

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366, C.P.1362
Place: Kolkata
Date: 22/09/2018

