

## CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]

To  
The Chairman,  
**Yuvraaj Hygiene Products Limited**  
Plot No. A-650, 1<sup>st</sup> Floor, TTC Industrial Estate,  
MIDC, Pawane Village, Mahape  
Navi Mumbai - 400 705

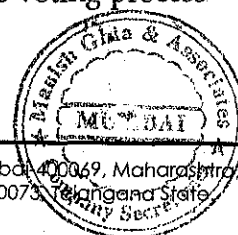
Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of resolutions through e-voting process and voting by poll at 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of Yuvraaj Hygiene Products Limited ('the Company') held on Saturday, 29<sup>th</sup> September, 2018.**

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time;
  - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those members, who have not casted their votes through e-voting facility.

in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of 23<sup>rd</sup> AGM of the members of the Company dated 14<sup>th</sup> August, 2018.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process



and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Company to provide e-voting facility, and poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:
  - a. The Notice of the AGM dated 14<sup>th</sup> August, 2018 along with Statement setting out material facts under Section 102 of the Act was dispatched by courier to the members at their registered addresses on Wednesday, 5<sup>th</sup> September, 2018 and by e-mail on Friday, 7<sup>th</sup> September, 2018 to those members, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories.
  - b. The said Notice was dispatched on the basis of Register of Members made available by M/s. CIL Securities Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 24<sup>th</sup> August, 2018.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, as amended from time to time, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standards" on Sunday, 9<sup>th</sup> September, 2018 and Marathi newspaper "Mumbai Mitra" on Monday, 10<sup>th</sup> September, 2018.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Wednesday, 26<sup>th</sup> September, 2018 (9.00 a.m.) till Friday, 28<sup>th</sup> September, 2018 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 22<sup>nd</sup> September, 2018.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through Poll were counted; thereafter the votes cast under the e-voting facility were unblocked in the presence of CS Khyati Shah and Mr. Himanshu Pareek who are not in employment with the Company.

Summary of the e-voting and poll at the AGM is as follows:



A. ORDINARY BUSINESS

Resolution No.1

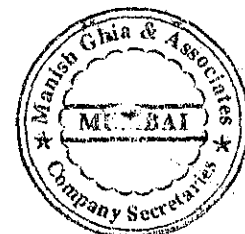
Particulars								
Ordinary Resolution for adoption of Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2018 along with Board's Reports and Auditors' Report thereon.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	47510500	47510500	100.00	47510500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>47510500</b>	<b>47510500</b>	<b>100.00</b>	<b>47510500</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	22730906	3314	0.01	3314	0	100.00	0.00
	Poll		326025	1.43	326025	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>329339</b>	<b>1.45</b>	<b>329339</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total (A+B+C)</b>		<b>70241406</b>	<b>47839839</b>	<b>68.11</b>	<b>47839839</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result: To be considered as passed unanimously.</b>								



Resolution No.2

Particulars								
Ordinary Resolution for appointment of a Director in place of Mr. Ankur Kampani, (DIN: 06370995) Director who retires by rotation and being eligible, offers himself for re-appointment.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	47510500	47510500	100.00	47510500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>47510500</b>	<b>47510500</b>	<b>100.00</b>	<b>47510500</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	22730906	3314	0.01	1897	1417	57.24	42.76
	Poll		326025	1.43	326025	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>329339</b>	<b>1.45</b>	<b>327922</b>	<b>1417</b>	<b>99.57</b>	<b>0.43</b>
<b>Total (A+B+C)</b>		<b>70241406</b>	<b>47839839</b>	<b>68.11</b>	<b>47838422</b>	<b>1417</b>	<b>100.00</b>	<b>0.00*</b>
<b>Result: May be considered as passed with requisite majority.</b>								

\*The percentage of votes is negligible.



Resolution No. 3

Particulars								
Ordinary Resolution for ratification of appointment of M/s. N. S. Gokhale & Co., Chartered Accountants, Thane (FRN: 103270W) as Statutory Auditors of the Company to hold office from the conclusion of 23 <sup>rd</sup> Annual General Meeting until the conclusion of 27 <sup>th</sup> Annual General Meeting.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	47510500	47510500	100.00	47510500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>47510500</b>	<b>47510500</b>	<b>100.00</b>	<b>47510500</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	22730906	3314	0.01	1897	1417	57.24	42.76
	Poll		326025	1.43	326025	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>329339</b>	<b>1.45</b>	<b>327922</b>	<b>1417</b>	<b>99.57</b>	<b>0.43</b>
<b>Total (A+B+C)</b>		<b>70241406</b>	<b>47839839</b>	<b>68.11</b>	<b>47838422</b>	<b>1417</b>	<b>100.00</b>	<b>0.00*</b>
<b>Result: May be considered as passed with requisite majority.</b>								

\*The percentage of votes is negligible.



B. SPECIAL BUSINESS

Resolution No.4

Particulars								
Special Resolution for re-appointment of Mr. Praful Hande (DIN: 02229500) as an Independent, Non-Executive Director of the Company, for another term of five consecutive years w.e.f. 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	47510500	47510500	100.00	47510500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>47510500</b>	<b>47510500</b>	<b>100.00</b>	<b>47510500</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	22730906	3314	0.01	1897	1417	57.24	42.76
	Poll		326025	1.43	326025	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>329339</b>	<b>1.45</b>	<b>327922</b>	<b>1417</b>	<b>99.57</b>	<b>0.43</b>
<b>Total (A+B+C)</b>		<b>70241406</b>	<b>47839839</b>	<b>68.11</b>	<b>47838422</b>	<b>1417</b>	<b>100.00</b>	<b>0.00*</b>
<b>Result: May be considered as passed with requisite majority.</b>								

\*The percentage of votes is negligible.



Resolution No.5

Particulars		Special Resolution for re-appointment of Mr. Rajeev Kharbanda (DIN: 03140444) as an Independent, Non-Executive Director of the Company, for another term of five consecutive years w.e.f. 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	47510500	47510500	100.00	47510500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>47510500</b>	<b>47510500</b>	<b>100.00</b>	<b>47510500</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (B)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	22730906	3314	0.01	1897	1417	57.24	42.76
	Poll		326025	1.43	326025	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>329339</b>	<b>1.45</b>	<b>327922</b>	<b>1417</b>	<b>99.57</b>	<b>0.43</b>
<b>Total (A+B+C)</b>		<b>70241406</b>	<b>47839839</b>	<b>68.11</b>	<b>47838422</b>	<b>1417</b>	<b>100.00</b>	<b>0.00*</b>
<b>Result: May be considered as passed with requisite majority.</b>								

\*The percentage of votes is negligible.



We further report that:

- a. We have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers and also the Poll Box used at the venue of the AGM, duly sealed; and
- b. The Registers, all other papers and relevant records relating to the E-Voting and Poll at the AGM, 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 Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates  
Company Secretaries



*m l ghia*

CS Manish L. Ghia  
Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai

Date: 29<sup>th</sup> September, 2018

Countersigned and received the report:

*Vishal K...*

A circular stamp with the text "YUVRAAJ HYGIENE PRODUCTS LIMITED" around the top edge and "MUMBAI" in the center.

Chairman / Authorised Signatory  
Yuvraaj Hygiene Products Limited

Place: NAVI - MUMBAI

Date: 29/9/18