

SCRUTINIZER'S REPORT

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

To,
Mr. Rajeev Kharbanda- Chairman
Yuvraaj Hygiene Products Limited
Plot No A-650, 1stFloor, TTC Industrial Estate,
MIDC, Pawane Village, Mahape
Navi Mumbai- 400705
Maharashtra

Respected Sir,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at Annual General Meeting to be held on Saturday, 27th September, 2014

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 13th August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 13 of the Notice of Annual General Meeting dated 27th September, 2014.
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 voting through physical Assent/Dissent Forms on the resolutions contained in the notice of the 19th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted '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 for e-voting and duly filed and signed physical Assent/Dissent forms received from the shareholders of the Company.

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3. On the basis of the Register of Members made available by the Registrar & 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 22nd August, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was sent through courier on 2nd September, 2014 and emailed to the shareholders at their registered addresses/email addresses.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mahanayak" on 13th September, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Wednesday, 17th September, 2014 (9:00 am) to Friday, 19th September, 2014 (6:00 pm). The Company has also given physical Assent / Dissent Form to facilitate voting in physical mode by shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL on 20th September, 2014 in the presence of CS Rasika Mendhekar and CS Jyoti Amlekar, who are not the employees of the Company.
7. The members casted their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company has also received voting through physical Assent/Dissent Form.
8. Summary of voting through e-voting process and physical Assent/Dissent Forms received is as follows:



8.1 Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2014 alongwith Reports of the Directors' and the Auditors' thereon.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						

8.2 Resolution No. 2

Particulars	Ordinary Resolution for appointment of a director in the place of Mr. Ankur Kampani who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						



8.3 Resolution No. 3

Particulars	Ordinary Resolution to re-appoint M/s. P.P. Jayaraman & Co., Chartered Accountants, Mumbai (FRN : 104139W) as Statutory Auditors of the Company to hold the office from the conclusion of 19 th Annual General Meeting upto the conclusion of 22 nd Annual General Meeting and to authorize the Board of Directors to fix their remuneration.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						

8.4 Resolution No. 4

Particulars	Ordinary Resolution for appointment of Mr. Rajeev Kharbanda as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						



8.5 Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. Praful Hande as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)

Result: May be considered passed with requisite majority.

8.6 Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mr. Sunil Shah as an Independent Director of the Company to hold office as such upto 31 st March, 2019.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)

Result: May be considered passed with requisite majority.



8.7 Resolution No. 7

Particulars	Ordinary Resolution for approval of remuneration payable to M/s. S. Poddar & Co., Cost Accountants, Mumbai the Cost Auditor of the Company for the financial year 2014-2015.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						

8.8 Resolution No. 8

Particulars	Special Resolution for entering in to contract for purchase /sale of goods and providing service with related parties during the years 2015-16,2016-17, 2017-18.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	4	5,58,34,550	1,22,78,300	1,22,78,250	50
Total	6	5	5,62,11,390	1,26,55,140 (100.00%)	1,26,55,090 (99.99%)	50 (0.01%)
* Note: Voting by interested member excluded						
Result: May be considered passed with requisite majority.						



8.9 Resolution No. 9

Particulars	Special Resolution for Adoption of new set of Articles of Association of the Company.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						

8.10 Resolution No. 10

Particulars	Special Resolution under Section 180(1)(c) of the Companies Act,2013 for increase in Borrowing Powers of the Company uptoRs. 500 Crores.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						



8.11 Resolution No. 11

Particulars	Special Resolution under Section 180(1)(a) of the Companies Act,2013 to authorize Board of Directors of the Company to create mortgage /Charges/ hypothecation on all or any of the immovable and movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	5	5,58,34,550	5,58,34,550	5,58,34,500	50
Total	6	6	5,62,11,390	5,62,11,390 (100.00%)	5,62,11,340 (99.99%)	50 (0.01%)
Result: May be considered passed with requisite majority.						

8.12 Resolution No. 12

Particulars	Special Resolution for revision in the remuneration of Mr. Vishal Kampani, Managing Director of the Company for remaining period of his tenure w.e.f. 1 st July, 2014 to 10 th April, 2017.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	4	5,58,34,550	1,22,78,300	1,22,78,250	50
Total	6	5	5,62,11,390	1,26,55,140 (100.00%)	1,26,55,090 (99.99%)	50 (0.01%)
* Note: Voting by interested member excluded Result: May be considered passed with requisite majority.						



8.13 Resolution No. 13

Particulars	Special Resolution for revision in the remuneration of Mrs. BenuKampani, Whole time Director of the Company for remaining period of his tenure w.e.f 1 st July, 2014 to 10 th April,2017.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Ballot Form	1	1	3,76,840	3,76,840	3,76,840	0
E-voting	5	4	5,58,34,550	5,54,03,300	5,54,03,250	50
Total	6	5	5,62,11,390	5,57,80,140 (100.00%)	5,57,80,090 (99.99%)	50 (0.01%)
* Note: Voting by interested member excluded Result: May be considered passed with requisite majority.						

- 9 You may accordingly declare the result at the Annual General Meeting to be held on 27th September, 2014.

Place: Mumbai
Date: 23rd September, 2014



For Manish Ghia & Associates
Company Secretaries

(Signature)

CS Manish L. Ghia
Partner

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