

**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  
**Mr. Rajeev Kharbanda**  
**Chairman**  
**Yuvraaj Hygiene Products Limited**  
Plot No. A-650, 1st Floor, TTC Industrial Estate,  
MIDC, Pawane Village, Mahape  
Navi Mumbai - 400 705

Respected Sir,

**Sub: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process and voting by Poll at 21<sup>st</sup> Annual General Meeting (AGM) of members of Yuvraaj Hygiene Products Limited (the Company) held on Tuesday, 27<sup>th</sup> September, 2016**

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a. Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015;
  - b. Conducting Poll through polling papers under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

for passing of the Resolutions as mentioned under item numbers 1 to 3 as set out in the Notice of 21<sup>st</sup> Annual General Meeting (AGM) of the members of the Company dated 12<sup>th</sup> August, 2016.



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the Notice of AGM of the members of

the Company. My responsibility as a Scrutinizer for the remote 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 remote e-voting facility for e-voting and poll conducted at the AGM.

3. The Notice dated 12<sup>th</sup> August, 2016 was sent to the shareholders through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agent / Depositories and dispatched through courier on Friday, 2<sup>nd</sup> September, 2016. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depository viz., Central Depository Services (India) Limited (CDSL) as on Friday, 26<sup>th</sup> August, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Tarun Bharat" on Saturday, 3<sup>rd</sup> September, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Saturday, 24<sup>th</sup> September, 2016 (9.00 a.m.) till Monday, 26<sup>th</sup> September, 2016 (5.00 p.m.).
6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 20<sup>th</sup> September, 2016.
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 remote e-voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Khyati Panchal who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



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

**Resolution No.1**

Particulars		Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016 along with Reports of the Directors' and Auditors' thereon.						
Category	Mode of Voting	No. of shares held	No. of 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	43987500	43987500	100.00	43987500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>43987500</b>	<b>43987500</b>	<b>100.00</b>	<b>43987500</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	4051994	17.83	4051494	500	99.99	0.01
	Poll		25197	0.11	25197	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>4077191</b>	<b>17.94</b>	<b>4076691</b>	<b>500</b>	<b>99.99</b>	<b>0.01</b>
<b>Total (A+B+C)</b>		<b>66718406</b>	<b>48064691</b>	<b>72.04</b>	<b>48064191</b>	<b>500</b>	<b>99.999</b>	<b>0.001</b>
<b>Result: May be considered passed with requisite majority</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 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	43987500	43987500	100.00	43987500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	43987500	43987500	100.00	43987500	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	22730906	4051994	17.83	4050077	1917	99.95	0.05
	Poll		25197	0.11	25197	0	100.00	0.00
	Total (C)	22730906	4077191	17.94	4075274	1917	99.95	0.05
Total (A+B+C)		66718406	48064691	72.04	48062277 4	1917	99.996	0.004
Result: May be considered passed with requisite majority								



Resolution No.3

Ordinary Resolution to ratify the appointment of M/s. P. P. Jayaraman & Co., Chartered Accountants, Thane (FRN: 104139W) as Statutory Auditors of the Company to hold office from the conclusion of 19 <sup>th</sup> Annual General Meeting until the conclusion of 22 <sup>nd</sup> Annual General Meeting								
Particulars								
Category	Mode of Voting	No. of shares held	No. of 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	43987500	43987500	100.00	43987500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total (A)</b>	<b>43987500</b>	<b>43987500</b>	<b>100.00</b>	<b>43987500</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	4051994	17.83	4050077	1917	99.95	0.05
	Poll		25197	0.11	25197	0	100.00	0.00
	<b>Total (C)</b>	<b>22730906</b>	<b>4077191</b>	<b>17.94</b>	<b>4075274</b>	<b>1917</b>	<b>99.95</b>	<b>0.05</b>
<b>Total (A+B+C)</b>		<b>66718406</b>	<b>48064691</b>	<b>72.04</b>	<b>480622774</b>	<b>1917</b>	<b>99.996</b>	<b>0.004</b>
<b>Result: May be considered passed with requisite majority</b>								

I further report that:

- a. I 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 Register/s and also the Ballot Box used at the venue of the AGM, duly sealed; and

Manish Ghia & associates

COMPANY SECRETARIES

Manish Ghia & Associates

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✉ : info@mgconsulting.in

🌐 : www.mgconsulting.in

- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my 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



*Manish Ghia*  
CS Manish L. Ghia  
Partner  
M. No. FCS 6252 C. P. No. 3531

Date: 28<sup>th</sup> September 2016

Countersigned and Received the Report

*Rajeev Kharbanda*  
Mr. Rajeev Kharbanda  
Chairman

Place: Navi Mumbai

Date: 29<sup>th</sup> September, 2016