

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To

The 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 for passing of Resolutions through e-voting process and voting by poll papers at 24th Annual General Meeting ('AGM') of the Members of Yuvraaj Hygiene Products Limited ('the Company') held on Monday, 30th September, 2019.

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 4 as set out in the Notice of 24th AGM of the members of the Company dated 14th August, 2019.

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 14th August, 2019 along with Statement setting out material facts under Section 102 of the Act was dispatched by courier to the members at their registered addresses and by e-mail to those members, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories by Friday, 6th September, 2019.
 - 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, 23rd August, 2019.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standards" and Marathi newspaper "Mumbai Mitra" on Monday, 9th September, 2019.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, 27th September, 2019 (9.00 a.m.) till Sunday, 29th September, 2019 (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. Monday, 23rd September, 2019.
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 Ms. Priyanka Tirodkar and Ms. Sangita Dalvi 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: Ordinary Resolution

Particulars		To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Boards' Report and Auditors' Report thereon.						
Whether promoter/ promoter group are interested in the agenda/ resolution?				No				
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	51425500	0	0.0000	0	0	0.0000	0.0000
	Poll		51425500	100.0000	51425500	0	0.0000	0.0000
	Total (A)	51425500	51425500	100.0000	51425500	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22730906	130324	0.5733	13325	116999	10.2245	89.7755
	Poll		1086482	4.7798	1086482	0	100.0000	0.0000
	Total (C)	22730906	1216806	5.3531	1099807	116999	90.3847	9.6153
Total (A+B+C)		74156406	52642306	70.9882	52525307	116999	99.7777	0.2223
Result: We report that the number votes cast in favour of the aforesaid Ordinary resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
1	209



Resolution No.2: Ordinary Resolution

Particulars		To appoint a Director in place of Mrs. Benu Kampani, (DIN: 01265824) Whole-time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
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	51425500	0	0.0000	0	0	0.0000	0.0000
	Poll		51425500	100.0000	51425500	0	0.0000	0.0000
	Total (A)	51425500	51425500	100.0000	51425500	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22730906	130324	0.5733	1529	128795	1.1732	98.8268
	Poll		1086482	4.7798	1086482	0	100.0000	0.0000
	Total (C)	22730906	1216806	5.3531	1088011	128975	89.4153	10.5847
Total (A+B+C)		74156406	52642306	70.9882	52513511	128975	99.7553	0.2447
<p>Result: We report that the number votes cast in favour of the aforesaid Ordinary resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.</p>								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
1	209



B. SPECIAL BUSINESS

Resolution No. 3: Ordinary Resolution

Particulars		Re-appointment of Mr. Vishal Kampani (DIN: 03335717) as Managing Director of the Company, for further period of 3 years w.e.f. 11 th April, 2020 to 10 th April, 2023.						
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
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	51425500	0	0.0000	0	0	0.0000	0.0000
	Poll		7869250	15.3022	7869250	0	100.0000	0.0000
	Total (A)	51425500	7869250	15.3022	7869250	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22730906	13325	0.0586	112	13213	0.8405	99.1595
	Poll		1086482	4.7798	1086482	0	100.0000	0.0000
	Total (C)	22730906	1099807	4.8384	1086594	13213	98.7986	1.2014
Total (A+B+C)		74156406	8969057	12.0948	8955844	13213	99.8527	0.1473
<p>Result: We report that the number votes cast in favour of the aforesaid Ordinary resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.</p>								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
1	209



Resolution No.4: Ordinary Resolution

Particulars		R-appointment of Mrs. Benu Kampani (DIN: 01265824) as Whole Time Director of the Company, for further period of 3 years w.e.f. 11 th April, 2020 to 10 th April, 2023.						
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
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	51425500	0	0.0000	0	0	0.0000	0.0000
	Poll		43556250	84.6978	43556250	0	100.0000	0.0000
	Total (A)	51425500	43556250	84.6978	43556250	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total (B)	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22730906	130324	0.5733	112	130212	0.0859	99.9141
	Poll		1086482	4.7798	1086482	0	100.0000	0.0000
	Total (C)	22730906	1216806	5.3521	1086594	130212	89.2989	10.7011
Total (A+B+C)		74156406	44773056	60.3765	44642844	130212	99.7092	0.2908
Result: We report that the number votes cast in favour of the aforesaid Ordinary resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
1	209



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 Ballot 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 AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You.



For Manish Ghia & Associates
Company Secretaries

A handwritten signature in black ink, appearing to read "Manish L. Ghia".

CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 1st October, 2019

Countersigned and received the report:

A handwritten signature in black ink, appearing to read "Vishal Kumar".



Chairman / Authorised Signatory
Yuvraj Hygiene Products Limited

Place: Navi Mumbai

Date: 1/10/2019