

ASIT KUMAR LABH

B.Com.(H), ACS



c/o A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381

(M) : 97487-36545

e-mail : asit@aklabh.com / asit.labh1@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

**The Chairman
of the 42nd Annual General Meeting of
National Plywood Industries Limited
Makum Pathar, Margherita
Dist. - Tinsukia
Assam - 786187**

Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with the 42nd Annual General Meeting of the members of “*National Plywood Industries Limited*” (“*Company*”) held on Saturday, 23rd September, 2017 at Makum Pathar, Margherita, Tinsukia, Assam-786187 at 11.30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

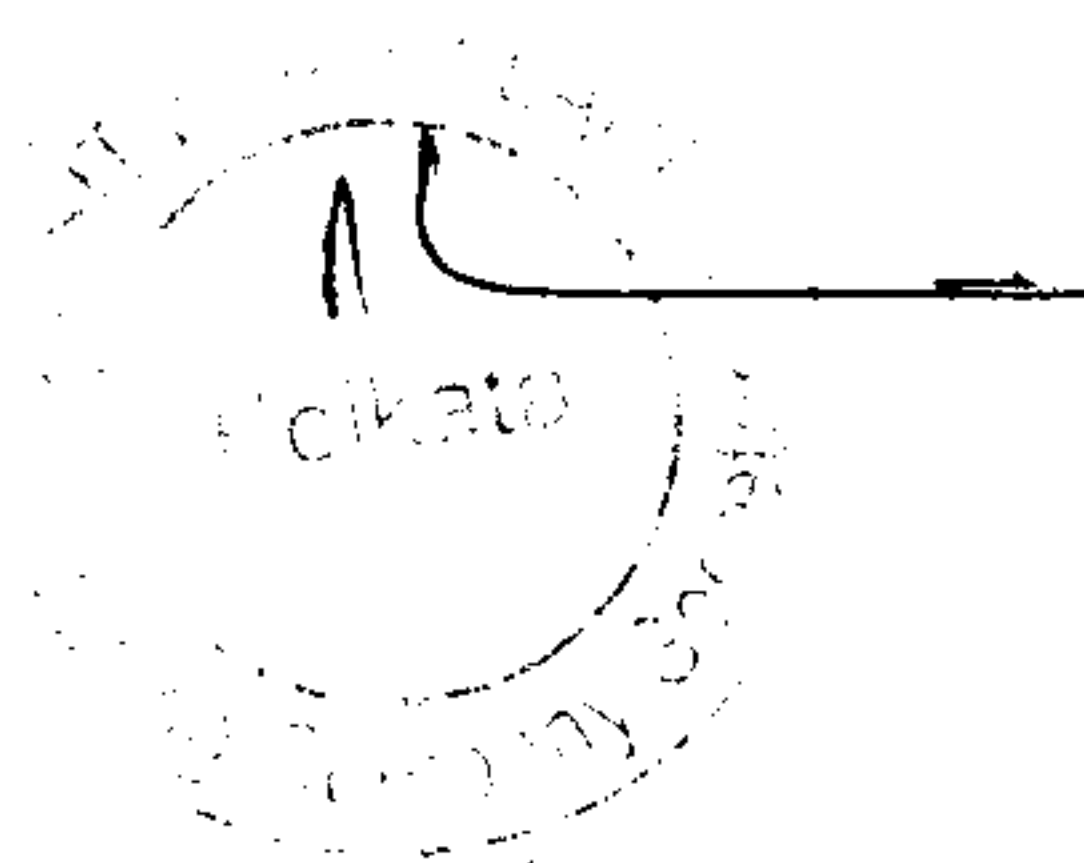
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 29th July, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

(Signature)
Asit Kumar Labh
Company Secretary



I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Wednesday, the 20th September, 2017 up to 5.00 P.M. IST on Friday, the 22nd September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 16th September, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 29th July, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Saturday, the 23rd September, 2017 around 03:20 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata-700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [**EVEN : 107543**] and votes casted through physical ballot papers distributed at the AGM venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Standalone & Consolidated financial statements and the Statement of Profit & loss of the Company for the year ended 31st March, 2017 along with the Reports of the Directors and the Auditors thereon

(i) Voted in favour of the Resolution:

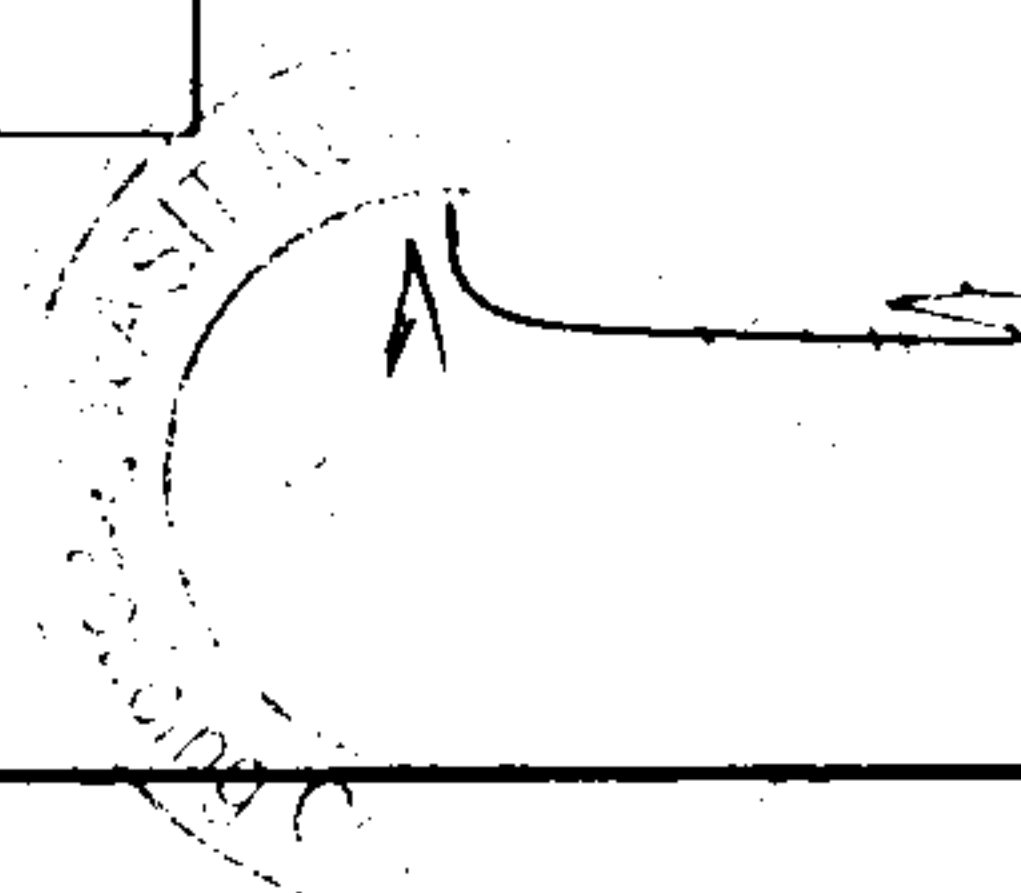
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	676795	
Voting by ballot	3	1036780	
Total	135	1713575	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution 2**

To appoint a Director in place of Ms. Malvika Periwal (DIN: 02927105) who retires by rotation and being eligible offers herself for re-appointment

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	676795	
Voting by ballot	3	1036780	
Total	135	1713575	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**c) Resolution 3**

To ratify the appointment of M/s. Jhunhunwala and Co., Chartered Accountants, Kolkata (Firm Registration No. – 302169E) as the Statutory Auditors of the Company and fixation of their remuneration

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	676795	
Voting by ballot	3	1036780	
Total	135	1713575	100.00%

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

** SPECIAL BUSINESS:****d) Resolution 4 : Special Resolution**

To appoint Sri Pradeep Bharat Shethia (DIN: 06369292) as Independent Director of the Company for a period of 5 years with effect from 31st January, 2017

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	132	676795	
Voting by ballot	3	1036780	
Total	135	1713575	100.00%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**e) Resolution 5 : Special Resolution**

To change the designation of Sri Piyush Periwal (DIN: 00698796) from Vice-Chairman and Managing Director to Chairman and Managing Director of the Company with effect from 1st August, 2017

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	676795	
Voting by ballot	3	1036780	
Total	135	1713575	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



f) Resolution 6 : Special Resolution

To reappoint Sri Piyush Periwal (DIN: 00698796) as Chairman and Managing Director of the Company for a further period of 5 (five) years with effect from 1st August, 2017 to 31st July, 2022

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	132	676795	
Voting by ballot	3	1036780	
Total	135	1713575	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

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8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly,

(Asit Kumar Labh)
Practicing Company Secretary
ACS – 32891 / CP No. - 14664

Place: Kolkata

Dated: 25.09.2017

ASIT KUMAR LABH

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Witness :

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)
17, Karbala Tank Lane
Kolkata-- 700006

2. *Amrita Sampat*

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata - 700 050

Received the Report of the Scrutinizer
For National Plywood Industries Limited

(Shruti Bothra)
Company Secretary