

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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

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

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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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 61st Annual General Meeting of
Sarda Plywood Industries Limited
9, Parsee Church Street
Kolkata - 700001**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 61st Annual General Meeting of the members of “*Sarda Plywood Industries Limited*” (“*Company*”) held on Monday, 24th September, 2018 at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 at 11.00 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 28th May, 2018. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Friday, the 21st September, 2018 up to 5.00 P.M. IST on Sunday, the 23rd September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 17th September, 2018 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 28th May, 2018 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 Monday, the 24th September, 2018 around 12:10 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Priti Priya Singh, residing at 8/A Kailash Saha Lane Kolkata-700007, and Ms. Vinita 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 [EVSN : 180816017] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Financial Statements including the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of 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	22	2505458	
Voting by ballot	42	168	
Total	64	2505626	99.996%

(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	1	100	
Voting by ballot	0	0	
Total	1	100	0.004%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	92



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b) Resolution 2

Appointment of Shri Sohan Lal Yadav (DIN: 00207333), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

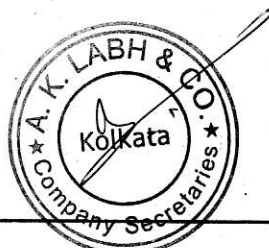
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	2505458	
Voting by ballot	42	168	
Total	64	2505626	99.996%

(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
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 SPECIAL BUSINESS

c) Resolution 3 : Special Resolution

Approval for continuation of Shri Ratan Lal Gaggar, who was re-appointed as Independent Director of the Company at the 57th Annual General Meeting of the Company w.e.f. 1st April, 2014, for a period of five years i.e. till 31st March, 2019 and who has attained the age of 75 years

(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	22	2505458	
Voting by ballot	42	168	
Total	64	2505626	99.996%

(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	1	100	
Voting by ballot	0	0	
Total	1	100	0.004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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d) Resolution 4 : Special Resolution

Approval for continuation of Shri Sujit Chakravorti, who was re-appointed as Independent Director of the Company at the 57th Annual General Meeting of the Company w.e.f. 1st April, 2014, for a period of five years i.e. till 31st March, 2019 and who will attain the age of 75 years in 2018

(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	22	2505458	
Voting by ballot	42	168	
Total	64	2505626	99.996%

(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	1	100	
Voting by ballot	0	0	
Total	1	100	0.004%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
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e) Resolution 5 : Special Resolution

Approval for continuation of Shri Probir Roy, who was re-appointed as Independent Director of the Company at the 57th Annual General Meeting of the Company w.e.f. 1st April, 2014, for a period of five years i.e. till 31st March, 2019 and who will attain the age of 75 years in 2019

(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	22	2505458	
Voting by ballot	42	168	
Total	64	2505626	99.996%

(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	1	100	
Voting by ballot	0	0	
Total	1	100	0.004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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f) Resolution 6 : Special Resolution

Approval for continuation of Smt. Sheela Chitlangia, who was appointed as Non-Executive Director of the Company at the 58th Annual General Meeting of the Company and who has attained the age of 75 Years

(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	22	2505458	
Voting by ballot	42	168	
Total	64	2505626	99.996%

(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	1	100	
Voting by ballot	0	0	
Total	1	100	0.004%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
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8. All the resolutions proposed hereinabove have been passed with requisite majority.
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
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 25.09.2018

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Witness:

1. V. Sampat

(Vinita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050

2. Priti Priya Singh

(Priti Priya Singh)

8/A, Kialash Saha Lane
Kolkata - 700007



Received the Report of the Scrutinizer
For Sarda Plywood Industries Limited

Sudeep Chitlangia

(Sudeep Chitlangia)
Managing Director
DIN: 00093908