

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

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 60th 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 60th Annual General Meeting of the members of “**Sarda Plywood Industries Limited**” (“**Company**”) held on Tuesday, 19th September, 2017 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 11th August, 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 Central Depository Services (India) Limited (CDSL) 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.



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

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Saturday, the 16th September, 2017 up to 5.00 P.M. IST on Monday, the 18th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 12th September, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 11th August, 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 Tuesday, the 19th September, 2017 around 01:10 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 [EVSN : 170816015] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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

Website : www.aklabh.com

<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, 2017 and the Reports of the Board of Directors and the Auditors thereon

(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	19	2415277	
Voting by ballot	46	234	
Total	65	2415511	99.9989%

(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	1	2	
Voting by ballot	5	25	
Total	6	27	0.0011%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	10



**b) Resolution 2**

Appointment of Shri Sudeep Chitlangia (DIN: 00093908), Managing Director 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	19	2415277	
Voting by ballot	48	252	
Total	67	2415529	99.9996%

(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	2	
Voting by ballot	3	7	
Total	4	9	0.0004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	10



**c) Resolution 3 : Ordinary Resolution**

Appointment of Messrs. S. K. Agrawal and Co., Chartered Accountants, as Statutory Auditors of the Company, in place of the retiring Auditors Messrs. G. P. Agrawal and Co, Chartered Accountants, from the conclusion of this AGM till the conclusion of the 65th AGM and approval of their remuneration for the financial year 2017-18

(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	19	2415277	
Voting by ballot	48	252	
Total	67	2415529	99.9996%

(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	1	2	
Voting by ballot	3	7	
Total	4	9	0.0004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	10



**d) Resolution 4 : Ordinary Resolution**

Appointment of Messrs Grover Dinesh and Associates, Chartered Accountants, as Branch Auditors from the conclusion of this AGM till the conclusion of the next AGM and approval of their remuneration for the financial year 2017-18

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

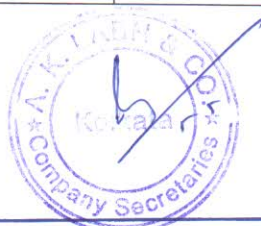
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	19	2415277	
Voting by ballot	48	252	
Total	67	2415529	99.9996%

(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	1	2	
Voting by ballot	3	7	
Total	4	9	0.0004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	10



** SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution****Reappointment of Shri Sudeep Chitlangia (DIN : 00093908) as Managing Director
w.e.f. 1st April, 2017 till 31st March, 2020****(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	19	2415277	
Voting by ballot	48	252	
Total	67	2415529	99.9996%

(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	2	
Voting by ballot	3	7	
Total	4	9	0.0004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	10



**f) Resolution 6 : Special Resolution**

Approval of continuation of office by Shri Sohan Lal Yadav (DIN: 00207333) as Whole-time Director of the Company upon attaining the age of 70 years during his term of appointment

(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	19	2415277	
Voting by ballot	48	252	
Total	67	2415529	99.9996%

(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	1	2	
Voting by ballot	3	7	
Total	4	9	0.0004%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	10



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

Website : www.aklabh.com

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: 20.09.2017

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

Website : www.aklabh.com

Witness:

1. *Sunayna Jaiswal*

(Sunayna Jaiswal)
17, Karbala Tank Lane
Howrah – 700006

2. *Amrita Sampat*

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



Received the Report of the Scrutinizer
For Sarda Plywood Industries Limited

Sudeep Mittal

Managing Director