



SCRUTINIZER'S REPORT

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

The Chairman
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 58th Annual General Meeting of the members of **Sarda Plywood Industries Limited** (“Company”) held on Tuesday, 29th day of September, 2015 at 11:00 A.M. at The Far Pavilion, Tollygunge Club Limited, 120, Deshapran Sasmal Road, Kolkata-700033 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 on remote e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 27th May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and 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 M/s Maheshwari Datamatics Pvt. Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Saturday, the 26th September, 2015 up to 5.00 PM IST on Monday, the 28th September, 2015.





2. The Shareholders holding shares as on the “cut off” date, i.e. 22nd September, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 27th day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Tuesday, the 29th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150630001] is as under:

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

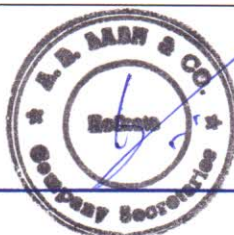
To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2596951	100

b) Resolution 2

To appoint a Director in place of Shri Sohan Lal Yadav (DIN: 00207333) who retires by rotation and, being eligible, offers himself for re- appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2596951	100



**c) Resolution 3****Type of Resolution : Ordinary Resolution**

To ratify the appointment of Messrs G. P. Agrawal & Co., Chartered Accountants as the Statutory Auditors and to authorize the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2597051	0

d) Resolution 4**Type of Resolution : Ordinary Resolution**

To re-appoint Messrs Grover Dinesh & Associates, Chartered Accountants as Branch Auditors for Delhi Branch and to authorize the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2597051	0

** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Ordinary Resolution**

Re-appointment of Shri Sohan Lal Yadav (DIN: 00207333) as a Whole-time Director

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2596951	100



**f) Resolution 6****Type of Resolution : Ordinary Resolution*****Appointment of Smt. Sheela Chitlangia (DIN: 00174354) as Non-Executive Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2596951	100

g) Resolution 7**Type of Resolution : Special Resolution*****Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597051	2597051	0

6. 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.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1*****To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
139	139	0



**b) Resolution 2**

To appoint a Director in place of Shri Sohan Lal Yadav (DIN: 00207333) who retires by rotation and, being eligible, offers himself for re- appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
189	189	0

c) Resolution 3

Type of Resolution : Ordinary Resolution

To ratify the appointment of Messrs G. P. Agrawal & Co., Chartered Accountants as the Statutory Auditors and to authorize the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
189	189	0

d) Resolution 4

Type of Resolution : Ordinary Resolution

To re-appoint Messrs Grover Dinesh & Associates, Chartered Accountants as Branch Auditors for Delhi Branch and to authorize the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
189	189	0



** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : Ordinary Resolution*****Re-appointment of Shri Sohan Lal Yadav (DIN: 00207333) as a Whole-time Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
134	133	1

f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Smt. Sheela Chitlangia (DIN: 00174354) as Non-Executive Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
184	184	0

g) Resolution 7**Type of Resolution : Special Resolution*****Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
134	134	0





8. Thus, the combined result of the remote e-voting [EVSN : 150630001] and votes casted through physical ballot papers distributed at the venue are as under:

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

To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597190	2597090 (99.996%)	100 (0.004%)

b) Resolution 2

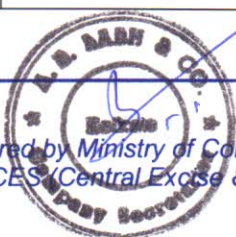
To appoint a Director in place of Shri Sohan Lal Yadav (DIN: 00207333) who retires by rotation and, being eligible, offers himself for re- appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597240	2597140 (99.996%)	100 (0.004%)

c) Resolution 3**Type of Resolution : Ordinary Resolution**

To ratify the appointment of Messrs G. P. Agrawal & Co., Chartered Accountants as the Statutory Auditors and to authorize the Board of Directors to fix their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597240	2597240 (100.00%)	0 (0.00%)



**d) Resolution 4****Type of Resolution : Ordinary Resolution*****To re-appoint Messrs Grover Dinesh & Associates, Chartered Accountants as Branch Auditors for Delhi Branch and to authorize the Board of Directors to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597240	2597240 (100.00%)	0 (0.00%)

 SPECIAL BUSINESS:**e) Resolution 5****Type of Resolution : Ordinary Resolution*****Re-appointment of Shri Sohan Lal Yadav (DIN: 00207333) as a Whole-time Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597185	2597084 (99.996%)	101 (0.004%)

f) Resolution 6**Type of Resolution : Ordinary Resolution*****Appointment of Smt. Sheela Chitlangia (DIN: 00174354) as Non-Executive Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597235	2597135 (99.996%)	100 (0.004%)




**g) Resolution 7****Type of Resolution : Special Resolution*****Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013***

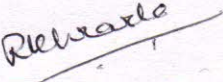
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2597185	2597185 (100.00%)	0 (0.00%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

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: 29.09.2015**Verified the contents and received the Report of the Scrutinizer**
For Sarda Plywood Industries Limited


(Ravi Kumar Murarka)
Company Secretary