



ADITYA & ASSOCIATES

Practicing Company Secretaries

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REPORT OF SCRUTINIZER

To,

The Chairman

44th Annual General Meeting of Equity Shareholders of

M/s U P ASBESTOS LIMITED

PO MOHANLAL GANJ, LUCKNOW, Uttar Pradesh- 226301

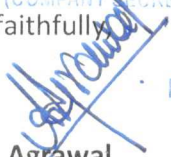
Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 44th Annual General Meeting of your Company held on Saturday, September 29, 2018 at 11:00 A.M. at PO MOHANLAL GANJ, LUCKNOW, Uttar Pradesh- 226301.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,

Yours faithfully,

ADITYA & ASSOCIATES
(COMPANY SECRETARIES)

Proprietor

Aditya Agrawal

Proprietor

Aditya & Associates

Company Secretaries

FCS – 8780F, C.P. - 16366

Date: October 01, 2018



SCRUTINIZER'S REPORT

Name of the Company	U P ASBESTOS LIMITED
Meeting	44 th Annual General Meeting
Date and Time	Saturday, September, 29 2018 at 11:00 A.M.
Venue	PO MOHANLAL GANJ, LUCKNOW, Uttar Pradesh- 226301

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 44th Annual General Meeting of U P ASBESTOS LIMITED (hereinafter referred as "**the Company**") held on Saturday, September, 29 2018 at 11:00 A.M. at PO MOHANLAL GANJ, LUCKNOW, Uttar Pradesh- 226301

2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut off date 22.09.2018) made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 44th Annual Report in the following manner:

By permitted mode	To 1209 members in physical form
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3. Cut Off Date

The Voting rights were reckoned as on the September 22, 2018, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

4. Remote E-Voting

4.1. Agency

The Company had appointed M/s Karvy Computershare Private Limited as the agency for providing e voting platform.

4.2. Remote E voting

Remote e voting was open from 26.09.2018 (09:00 Hrs) to 28.09.2018 (17:00Hrs) and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by KARVY.

5. Voting at AGM

- 5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2016, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.
- 5.2. Accordingly KARVY, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.
- 5.3. The Company has authorized M/s Karvy Computershare Private Limited (**RTA**), Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

6. Counting Process

- 6.1. On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.
- 6.2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.
- 6.3. I unblocked the remote e voting results on the KARVY E-voting platform before Mohd. Farhan Siddiqui and Mr. Ajay Trivedi and downloaded the e voting details.

7. Result

- 7.1. I observed that
 - 7.1.1. **21** Members had cast their votes through poll facility provided through physical ballots at meeting.
 - 7.1.2. **33** Member had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 44th AGM dated August 13, 2018 is enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, of the notice dated August 13, 2018, have been passed with the **requisite majority**.
- 7.4. Based on the aforesaid result, all the **Special resolutions** as contained in item no. 4 & 5 of the notice dated August 13, 2018, have been passed with the **requisite majority**.
- 7.5. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Company,

after the announcement of the result by the Company.

- 7.6. The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.


Aditya Agrawal
Proprietor
Aditya & Associates
Company Secretaries
FCS – 8780F, C.P. - 16366
Date: October 01, 2018

Annexure-1

**Results of remote E-Voting conducted at the 44th Annual General Meeting of
U P ASBESTOS LIMITED**

1. The result of remote e-voting is as under:

- a) **Resolution 1 - To receive, consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2018, statement of profit and loss, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon. (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	301603	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

b) **Resolution 2 – To appoint director in place of Mr. Amitabh Tayal, Director who retires by rotation and being eligible presents himself for re-appointment. (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	301603	100%

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

b) **Resolution 3 – Ratification of Appointment of Statutory Auditors for F.Y. 2018-19 (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	301603	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

c) Resolution 4 - Change of Registrar and Share Transfer Agent (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	301603	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

d) Resolution 5 - Ratification of remuneration of M/s Aman Malviya & Associates, Cost Auditors
(Special Resolution)

iv. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	301603	100%

v. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

vi. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

Annexure-2

**Results of Voting through physical ballot conducted at the 44th Annual General Meeting of
U P ASBESTOS LIMITED**

1. The result of the poll conducted through ballot at meeting is as under:

a) Resolution 1 - To receive, consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2018, statement of profit and loss, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
21	7170322	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

b) Resolution 2 - To appoint director in place of Mr. Amitabh Tayal, Director who retires by rotation and being eligible presents himself for re-appointment. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution

21	7170322	100%
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ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

c) Resolution 3 – Ratification of Appointment of Statutory Auditors for F.Y. 2018-19 (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
21	7170322	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

d) Resolution 4 - Change of Registrar and Share Transfer Agent (Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
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21	7170322	100%
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ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

e) Resolution 5 - Ratification of remuneration of M/s Aman Malviya & Associates, Cost Auditors. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
21	7170322	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

Annexure -3

**Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the
44th Annual General Meeting of U P ASBESTOS LIMITED**

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1:				
1 To receive, consider and adopt the audited financial statements of the Company including the balance sheet as at March 31, 2018, statement of profit and loss, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon. (Ordinary Resolution)				
Assent	301603	7170322	7471925	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	301603	7170322	7471925	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 2:				
2. To appoint director in place of Mr. Amitabh Tayal, Director who retires by rotation and being eligible presents himself for re-appointment. (Ordinary Resolution)				
Assent	301603	7170322	7471925	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	301603	7170322	7471925	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 3:				
3. Ratification of appointment of Statutory Auditors for F.Y. 2018-19 (Ordinary Resolution)				
Assent	301603	7170322	7471925	100%

Dissent	0	0	0	0
Invalid	0	0	0	0
Total	301603	7170322	7471925	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 4:				
4. Change of Registrar and Share Transfer Agent. (Special Resolution)				
Assent	301603	7170322	7471925	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	301603	7170322	7471925	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 5:				
5. Ratification of remuneration of M/s Aman Malviya & Associates, Cost Auditors. (Special Resolution)				
Assent	301603	7170322	7471925	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	301603	7170322	7471925	100%
Outcome	Passed as an Ordinary Resolution			

Aditya Agrawal
(Practicing Company Secretary)

Proprietor

Aditya & Associates
Company Secretaries

FCS – 8780F, C.P. - 16366

Date: October 01, 2018

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