

AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

REPORT OF SCRUTINIZER

FORM No. MGT-13

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
25th Annual General Meeting of the Equity Shareholders of
SPL Industries Limited
held on Thursday, 29th September, 2016 at 09:00 A.M.
at Indian Corporate Center, J-2/B-1, Mohan Cooperative,
Mathura Road, New Delhi-110044

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119/127, Vardhman Star Citi Mall, Sector-7 Dwarka, New Delhi-110075, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of **SPL Industries Limited**, held on Thursday, 29th September, 2016 at 09:00 A.M. submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. I have not find any poll papers invalid.
4. The result of the Poll is as under:



Resolutions 1 - To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0

Resolution 2 - To consider appointment of a Director in place of Smt. Shashi Agarwal (DIN 06687549), who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0



Resolution 3 - To consider and approve re-appointment of Statutory Auditors.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0

Resolution 4 - To Increase borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0



Resolution 5 - To consider appointment of Sh. Arun Kumar (DIN 01092779) as an Independent Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0

Resolution 6 - To consider appointment of Sh. Rajesh Goyal (DIN 03287284) as an Independent Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0



Resolution 7 - To consider appointment of Sh. Chanderjeet Singh Bhatia (DIN 01360148) as an Independent Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0

Resolution 8 - To consider re-appointment of Sh. Mukesh Kumar Aggarwal (DIN 00231651) as a Managing Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	5005	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00


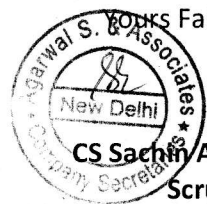
(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
0	0



5. An Excel Sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,


CS Sachin Agarwal
Scrutinizer

Place: New Delhi
Date: 29.09.2016