

AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
SPL Industries Limited
C-2/54, 5th Floor, Rajasthali Appartments,
Pitampura, Delhi-110034

Reg.: 25th Annual General Meeting of the members of SPL Industries Limited (SPL) held on Thursday, 29th Day of September, 2016 at Indian Corporate Center, J-2/B-1, Mohan Cooperative, Mathura Road, New Delhi-110044.

Sub. : E-Voting Result

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 by **SPL Industries Limited (SPL)** (the Company) to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 25th Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting services were provided by Karvy Computershare Private Limited (KARVY).
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 22nd September, 2016.
3. The voting period for remote e- Voting commenced on Monday, 26th September 2016 at 10:00 A.M. and ended on Wednesday, 28th September 2016 at 5.00 P.M.
4. The votes cast were unblocked on 29th September, 2016 after conclusion of Annual General Meeting in the presence of two witnesses, Mr. Deepak Sharma and Ms. Niti Sharma, both of whom are not in the employment of the Company.

Based on the reports generated from **Karvy Computershare Private Limited (KARVY)** e-voting website <https://evoting.karvy.com> results of e-voting are as under:

119 & 127, Vardhman Star Citi Mall, Sector 7, Dwarka, New Delhi-110075.
Contact No.: 9811549887, 011-45052182, Email: sachinag1981@gmail.com Page 1 of 4



ORDINARY BUSINESS

Resolution No.1 – Ordinary Resolution

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.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00

Resolution No.2: Ordinary Resolution

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.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00

Resolution No.3: Ordinary Resolution

To consider and approve re-appointment of Statutory Auditors.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00



SPECIAL BUSINESS

Resolution No.4: Ordinary Resolution

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

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00

Resolution No.5: Ordinary Resolution

To consider appointment of Sh. Arun Kumar (DIN 01092779) as an Independent Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00

Resolution No.6: Ordinary Resolution

To consider appointment of Sh. Rajesh Goyal (DIN 03287284) as an Independent Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00



Resolution No.7: Ordinary Resolution

To consider appointment of Sh. Chanderjeet Singh Bhatia (DIN 01360148) as an Independent Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00

Resolution No.8: Ordinary Resolution

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

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	49	19293267	100.00
Voted against the Resolution	0	0	0.0
Abstain From Voting	0	0	0.00

Place: New Delhi
Dated: 29.09.2016

Yours Faithfully

S. Agarwal
Scrutinizer

We, the undersigned, have witnessed that the votes were unblocked from Karvy Computershare Private Limited (KARVY) e -voting webs ite <https://evoting.karvy.com> in our presence on Thursday, 29th day of September, 2016 after conclusion of Annual General Meeting of the Company.


1. (Mr. Deepak Sharma)
WITNESS


2. (Ms. Niti Sharma)
WITNESS