



RASHMI SAHNI
COMPANY SECRETARY

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SCRUTINIZER'S REPORT

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

To,

Mr. Chand Seth

The Chairman

Pearl Polymers Ltd.

A-97/2, Okhla Industrial Area,

Phase-II, New Delhi-110 020

Sub: Scrutinizer's Report on Voting by Ballot Paper (Poll) and Remote E-Voting in respect of passing of the resolutions contained in the Notice of the Annual General Meeting

Dear Sir,

I, **Rashmi Sahni**, Practicing Company Secretary (Certificate of Practice No-10493), have been appointed as a Scrutinizer by the Board of Directors of Pearl Polymers Ltd ("the Company") for scrutinizing voting by Ballot Paper (Poll) and Remote E-voting in respect of the passing of the resolutions contained in the Notice of the Annual General Meeting ("AGM").

The Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, required to provide e-voting facility to the members of the Company for the passing of resolutions contained in the Notice of the AGM.

In compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballot/polling paper by the members on the resolutions proposed in the Notice of the 46th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot/polling paper at the AGM are conducted in a fair and transparent manner.

The Company has made arrangement with National Securities Depository Limited (NSDL) and Registrar and Share Transfer Agent (RTA) for providing a system of recording votes of shareholders electronically through e-voting facilities on the website www.evoting.nsdl.com.

The Company has also uploaded the resolutions together with the explanatory statement on which e-voting is required and generated EVEN by the NSDL, the service provider. All necessary formalities in compliance with the requirements specified by the system provider have been done by the Company through its RTA. Necessary instructions in this regard to be followed by the members have also been duly mentioned in the Notice of 46th AGM dated August 09, 2017 sent to the members by email and partly by courier facility.

We submit our report as under:



1. The Company has completed on September 04, 2017 the dispatch of Notice of AGM to its members. In addition to that the Notices were also sent via electronic mode by the system provider to the members at their email addresses registered with the Depository Participants.
2. As stated in clause (v) of Sub-Rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, an advertisement' was published by the Company in, The Financial Express (English) and in Hari Bhoomi (Hindi) on September 04, 2017 informing about completion of dispatch of the Notices of Annual General Meeting both by courier and email, wherever applicable, to the members alongwith other related matter mentioned therein.
3. The remote e-voting was commenced on Tuesday, September 26, 2017 at 9.00 AM (IST) and ends on Thursday, September 28, 2017 at 5.00PM (IST).
4. The cut-off date for determining the eligibility to vote by electronic means or at the AGM was Friday, 22 September, 2017

On Scrutiny, we report that out of 10,482 Shareholders, 20 Shareholders have exercised their votes through e-voting and 47 Shareholders have exercised their votes through ballot/poll, as received. The details of the voting results for the items placed for consideration of the members are given below:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017 together with reports of the Board of Directors' and the Auditors' thereon:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	9066840	8201901	90.4604	8201901	0	100.00	0.00
	Poll		864939	9.5396	864939	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		9066840	9066840	100.00	9066840	0	100.00
Public- Institutions	E-Voting	655152	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		655152	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	7112940	324722	4.5652	324722	0	100.00	0.00
	Poll		65068	0.9148	65068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		7112940	389790	5.4800	389790	0	100.00
Total		16834932	9456630	56.1727	9456630	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	



2) To appoint a Director in place of Mr. Varun Seth (DIN: 00017552), who retires by rotation and being eligible, offers himself for re-appointment:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9066840	8201901	90.4604	8201901	0	100.00	0.00
	Poll		864939	9.5396	864939	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		9066840	9066840	100.00	9066840	0	100.00
Public- Institutions	E-Voting	655152	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		655152	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	7112940	324722	4.5652	324722	0	100.00	0.00
	Poll		65068	0.9148	65068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		7112940	389790	5.4800	389790	0	100.00
Total		16834932	9456630	56.1727	9456630	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	



3) To re-appoint Sehgal Mehta & Co., (Firm Registration No. 003330N), Chartered Accountants, as the Statutory Auditors of the Company for a further period of five years (subject to ratification of their appointment at every AGM):

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	9066840	8201901	90.4604	8201901	0	100.00	0.00
	Poll		864939	9.5396	864939	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	9066840	9066840	100.00	9066840	0	100.00	0.00
Public-Institutions	E-Voting	655152	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	655152	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	7112940	324722	4.5652	324672	50	99.9846	0.0154
	Poll		65068	0.9148	65068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	7112940	389790	5.4800	389790	0	99.9872	0.0128
Total		16834932	9456630	56.1727	9456630	0	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	



- 4) To re-appoint Mr. Chand Seth (DIN: 00002944) as the Chairman & Managing Director of the Company for a further period of three (3) years:

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	9066840	8201901	90.4604	8201901	0	100.00	0.00
	Poll		864939	9.5396	864939	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	9066840	9066840	100.00	9066840	0	100.00	0.00
Public-Institutions	E-Voting	655152	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	655152	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	7112940	324722	4.5652	324722	0	100.00	0.00
	Poll		65068	0.9148	65068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	7112940	389790	5.4800	389790	0	100.00	0.00
Total		16834932	9456630	56.1727	9456630	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	



- 5) To re-appoint Mr. Ramesh Mehra (DIN: 00003334), as the Whole Time Director of the Company, for a further period of three (3) years:

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9066840	8201901	90.4604	8201901	0	100.00	0.00
	Poll		864939	9.5396	864939	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		9066840	9066840	100.00	9066840	0	100.00
Public-Institutions	E-Voting	655152	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		655152	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	7112940	324722	4.5652	324722	0	100.00	0.00
	Poll		65068	0.9148	65068	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		7112940	389790	5.4800	389790	0	100.00
Total		16834932	9456630	56.1727	9456630	0	100.00	0.00
Whether resolution is Pass or Not.							Yes	

Summary of Votes Cast

Result:

We report that pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Ordinary Resolutions mentioned under item No 1,2,3 & 5 and Special Resolution under item No. 4 as set out in the Notice of the 46th AGM dated August 09, 2017 have been passed by the shareholders with requisite majority. Hence, the resolutions are deemed to be passed with requisite majority.

For Rashmi Sahni



Rashmi Sahni
ACS:25681,
CP No. 10493

We the undersigned witnesses that votes in respect of e-voting of shareholders of Pearl Polymers Limited were unblocked from voting website of NSDL in our presence at 01:00 P.M. on September 29, 2017.

WT1

A handwritten signature in black ink, appearing to be "KS".

WT2

A handwritten signature in black ink, appearing to be "CS".

Countersigned by:
For Pearl Polymers Limited

Place: 30.09.2017
Date : New Delhi

A handwritten signature in black ink, appearing to be "Chand Seth".

Chand Seth
Chairman & Managing Director
DIN No: 00002944