

**P. V. Subramanian**  
**B.Com.LL.B,ACS.**  
**Company Secretary in Whole-time Practice**

**81/8, Regent Estate,**  
**Kolkata-700 092, India.**  
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**Company Application No.838 of 2016**  
In the High Court at Calcutta  
Original Jurisdiction

In the Matter of:  
The Companies Act, 1956  
And  
In the Matter of:  
An application under Sections 391(1) and 393 of the said Act  
And  
In the Matter of :  
1. Mody Industries (Foreign Collaboration) Private Limited  
2. WPIL Limited  
... Applicants.

**SCRUTINIZER'S REPORT**

To  
The Chairperson  
Meeting of Equity Shareholders of WPIL Limited

Dear Sir

I, P.V. Subramanian, Practicing Company Secretary, appointed as the Scrutinizer for the meeting of equity shareholders by the Hon'ble High Court at Calcutta for the purpose of the postal/ e-voting taken on the below mentioned resolution at the meeting of the Equity Shareholders of WPIL Limited held on the 16th day of January, 2017 pursuant to the Order dated the 28th November 2016 of the Hon'ble High Court at Calcutta (for approval of the Scheme without modification) do hereby submit my report as under:-

1. The voting period began on 16th day of December, 2016 at 10:00 A.M. (IST) and ended on 15th day of January, 2017 at 5:00 P.M. (IST).
2. The shareholders holding shares as on the "cut off" day i.e. 7th December, 2016 were entitled to vote on the proposed resolution as mentioned in the notice dated 8th day of December, 2016 of the Court convened Meeting of the Company and also stated hereinbelow.
3. After the time fixed for closing the poll by the Chairperson, one ballot box kept for polling were locked in my presence with the identification mark placed by me and the authorizations / proxies lodged with WPIL Limited.

The votes for e-voting were unblocked on Monday, the 16th day of January, 2017. Thereafter the details containing, inter-alia list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited.



5. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by WPIL Limited.
6. None of the poll paper was found invalid.
7. Thus, the combined result of the remote e-voting and votes casted through postal ballot and through physical ballot papers distributed at the venue are as under:

**Resolution:**

**“RESOLVED THAT the Scheme of Amalgamation of Mody Industries (Foreign Collaboration) Private Limited with WPIL Limited be and is hereby approved.”**

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	5964751	5964751	100%	5964751	NIL	100	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NA	NIL	NIL	NIL	NIL	NIL
	<b>Total</b>	5964751	5964751	100%	5964751	NIL	100	-
Public-Institutions	E-Voting	1911497	1104839	57.80%	1104839	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	1911497	1104839	57.80%	1104839	NIL	100	NIL
Public-Non Institutions	E-Voting	1890832	3172	0.17%	1152	2020	36.32	63.68
	Poll		1383	0.07%	1383	-	100	NIL
	Postal Ballot (if applicable)		11622	0.61%	11622	-	100	NIL
	<b>Total</b>	1890832	16177	0.85%	14157	2020	87.51	12.49
<b>Total</b>		9767080	7085767	72.55%	7083747	2020	99.97	0.03

8. a) At the meeting, aggregate of 40 Ballot Papers were polled, out of which none was from Promoter & Promoter Group.
- b) 40 public shareholders had voted through Ballot papers at the meeting, out of which no shares were declared invalid, while 40 shareholders representing 1383 shares voted in favour



*(Handwritten signature)*

of the resolution and none voted against the resolution.

9. Based on the above mentioned process, the scrutiny was completed and a summary of the votes casted through e-voting, postal ballot and poll at the meeting by public shareholders are given below:

Mode	No. of Votes Polled	Favour		Against		Invalid	
		No. of Shareholders	Votes	No. of Shareholders	Votes	No. of Shareholders	Votes
E-Voting	1105991	28	1103971	2	2020	NIL	NIL
Postal Ballot	11622	14	11622	NIL	NIL	NIL	NIL
Poll	1383	40	1383	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1118996</b>	<b>82</b>	<b>1116976</b>	<b>2</b>	<b>2020</b>	<b>NIL</b>	<b>NIL</b>

10. In view of the above scrutiny, I hereby certify that the resolution for approval of Scheme of Amalgamation of Mody Industries (Foreign Collaboration) Private Limited with WPIL Limited as set out in Notice dated 8th December, 2016 has been approved and passed by requisite majority.
11. The poll papers and all other relevant records were sealed and handed over to the Chairperson of the meeting.

Place: Kolkata

Date: 17<sup>th</sup> January, 2017



Yours faithfully

*P. V. Subramanian*  
(P. V. Subramanian)