

**Nitin P. Choudhari**  
B. Com., ACS, LL. B.



**Practising Company Secretary**

10, Rudraprayag Society, Bhagvant Nagar, Opposite Wasan Eye Care Hospital, Mumbai Naka,  
Nasik 422 011, Mobile: +91 9881465609, Email: nitinpc1@gmail.com

**Scrutinizer's Report**

28<sup>th</sup> July, 2017

To,  
The Chairman,  
35<sup>th</sup> Annual General Meeting of EPC Industrie Limited  
Plot No. H -109, M.I.D.C. Ambad  
Nashik 422 010

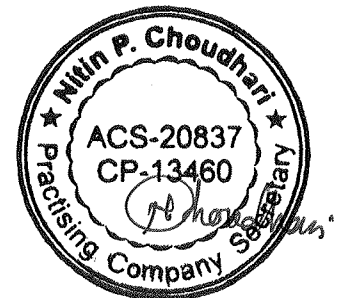
**Subject: Scrutinizer's Combined Report – 35<sup>th</sup> Annual General Meeting**

**Reference: Thirty Fifth Annual General Meeting of the members of EPC Industrie Limited held on Friday, 28<sup>th</sup> July, 2017 at 2.30 P.M. at H-109, M.I.D.C. Ambad, Nashik 422010**

Dear Sir,

I, Nitin Prafulla Choudhari, Practising Company Secretary, have been appointed by the Board of Directors of EPC Industrie Limited ('the Company') to act as Scrutinizer for:

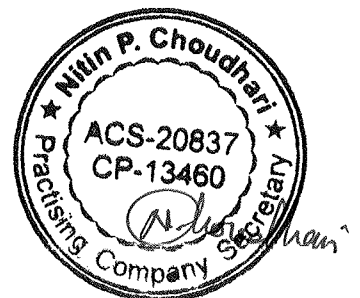
- a) Remote Electronic Voting Process – pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the remote electronic voting process, and
- b) Polling Process – pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 (1)(a) to (h) of the Companies (Management and



Administration) Rules, 2014, for the purpose of scrutinizing the votes cast through poll process

in respect of the resolutions proposed at the 35th Annual General Meeting of the Company, held on Friday, 28<sup>th</sup> July, 2017 at 2.30 p.m. at the Registered Office of the Company situated at Plot No. H-109, MIDC Ambad, Nasik - 422 010, do hereby submit my combined report as follows:

1. The members of the Company were given an option to vote by electronic means via remote e-voting facility provided by Karvy Computershare Private Limited (Karvy) ('remote e-voting facility/ remote e-voting') which was open during the period from 25<sup>th</sup> July, 2017 (9.00 am) to 27<sup>th</sup> July 2017 (5.00 pm) and also by use of ballot papers (through poll) at the Annual General Meeting.
2. Voting rights were reckoned on the paid up value of shares registered in the name of the Members of the Company as on 21<sup>st</sup> July, 2017 (cut-off date).
3. The period of remote e-voting started at 9.00 am on 25<sup>th</sup> July, 2017 and ended at 5.00 pm on 27<sup>th</sup> July, 2017. The remote e-voting facility was blocked at 5.00 pm on 27<sup>th</sup> July, 2017.
4. Polling papers were distributed at the Annual General Meeting, to those members who attended the Annual General Meeting but had not voted by electronic means via remote e-voting facility and to the proxies of such members, who attended the Annual General Meeting, to enable them to cast their votes.
5. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling, was locked in my presence, with due identification marks placed by me.
6. After the members/ proxies present at the Annual General Meeting cast their votes and the polling process was over, I opened the polling box in the presence of two witnesses - Mrs. Ramaa Dixit and Mr. Sagar Lokhande (not in the employment of EPC Industrie Limited, and witnesses have signed



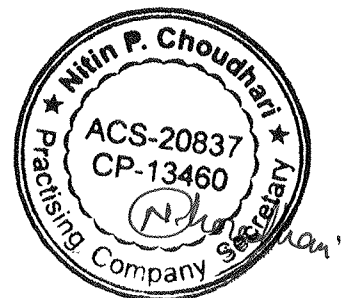
hereunder) and counted the votes cast by ballot papers at the Annual General Meeting.

7. I did not find any poll papers invalid.
8. The votes cast by electronic means via remote e-voting facility provided by Karvy, which have been downloaded from the official website of Karvy for e-voting process, were then unblocked in the presence of two witnesses – Mrs. Ramaa Dixit and Mr. Sagar Lokhande (not in the employment of EPC Industrie Limited, and witnesses have signed hereunder).
9. I have maintained a Register electronically to record assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and the nominal value of such shares. There were no shares with differential voting rights in the Company.
10. The electronic data and all other relevant records relating to the e-voting and the polling process is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the Annual General Meeting.
11. I hereby submit a combined report of the total votes cast by remote e-voting and polling process, in favour and against as under:

## **Ordinary Business**

### **Item No. 1 – Ordinary Resolution**

**To receive and adopt the audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.**



(i) Voted in favour of the resolution

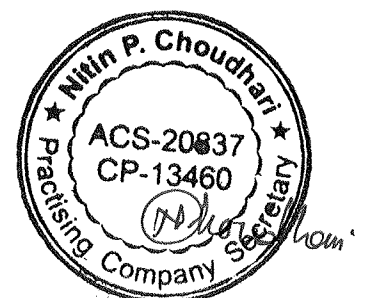
Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
26	15959060	18	324779	16283839	100

(ii) Voted against the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii) Invalid Votes

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll
0	0	0	0	0



## Result

As all the votes are cast in favour of the resolution, and none of the votes are cast against it, I report that the resolution which was intended to be passed as Ordinary Resolution with regard to Item No. 1, as set out in the Notice of the AGM, is passed unanimously.

### Item No. 2 – Ordinary Resolution

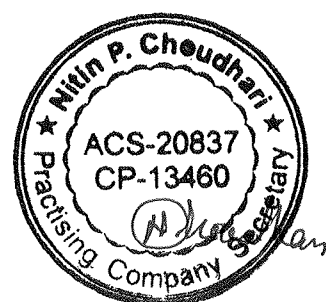
To appoint a Director in place of Mr. S Durgashankar (DIN: 00044713) who retires by rotation and, being eligible, offers himself for re-appointment.

#### (i) Voted in favour of the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
26	15959060	18	324779	16283839	100

#### (ii) Voted against the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0



(iii) Invalid Votes

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll
0	0	0	0	0

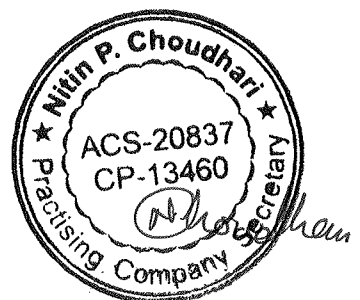
**Result**

As all the votes are cast in favour of the resolution, and none of the votes are cast against it, I report that the resolution which was intended to be passed as Ordinary Resolution with regard to Item No. 2, as set out in the Notice of the AGM, is passed unanimously.

**Item No. 3 – Ordinary Resolution**

To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding Rules, pursuant to the recommendations of the Audit Committee and the Resolution passed by the Members at their 34th Annual General Meeting held on 29th July 2016, the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No. 117364W), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office from the conclusion of the 34th Annual General Meeting of the Company to the conclusion of the 39th Annual General Meeting to be held in 2021, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified.”**



(i) Voted in favour of the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
26	15959060	18	324779	16283839	100

(ii) Voted against the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii) Invalid Votes

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll
0	0	0	0	0



## Result

As all the votes are cast in favour of the resolution, and none of the votes are cast against it, I report that the resolution which was intended to be passed as Ordinary Resolution with regard to Item No. 3, as set out in the Notice of the AGM, is passed unanimously.

## Special Business

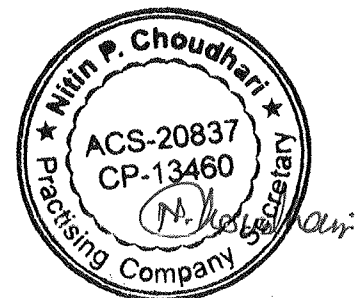
### Item No. 4 – Special Resolution

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification or reenactment thereof for the time being in force), read with Schedule V of the Act, the applicable provisions of the Articles of Association of the Company, recommendations of the Nomination and Remuneration Committee of the Company and such other approvals, permissions and sanctions, if and as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Shareholders be and is hereby accorded to the re-appointment of Mr. Ashok Sharma (holding DIN 02766679) as the Managing Director of the Company for a period of 3 years with effect from 1st October, 2017 to 30th September, 2020, on a consolidated remuneration of Rs. 24,00,000/- (Rupees Twenty Four Lacs only) per annum, the details of which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration shall be as decided above.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts,





deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to sign and execute all the necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

(i) Voted in favour of the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
26	15959060	18	324779	16283839	100

(ii) Voted against the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii) Invalid Votes

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and



				Poll
0	0	0	0	0

## Result

As all the votes are cast in favour of the resolution, and none of the votes are cast against it, I report that the resolution which was intended to be passed as Special Resolution with regard to Item No. 4, as set out in the Notice of the AGM, is passed unanimously.

## Item No. 5 – Ordinary Resolution

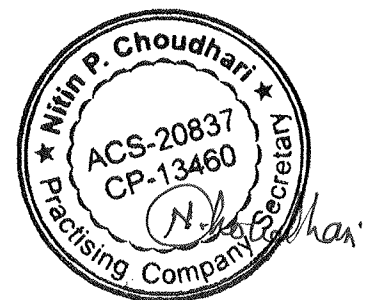
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Messrs Shilpa and Company, Cost Accountants, Nashik appointed as Cost Auditor by the Board of Directors of the Company, for conducting the cost audit of the Company for the Financial Year 2017-18, if applicable, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax and out of pocket expenses be and is hereby approved.”

(i) Voted in favour of the resolution

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
26	15959060	18	324779	16283839	100

(ii) Voted against the resolution



Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii) Invalid Votes

Number of members voted through Remote e-voting	Number of votes cast (Shares) through Remote e-voting	Number of members/ Proxies voted through Poll	Number of votes cast (Shares) through Poll	Total number of votes cast through Remote e-voting and Poll
0	0	0	0	0

**Result**

**As all the votes are cast in favour of the resolution, and none of the votes are cast against it, I report that the resolution which was intended to be passed as Ordinary Resolution with regard to Item No. 5, as set out in the Notice of the AGM, is passed unanimously.**

*Signature Page Follows*



Yours Faithfully,

*N. Choudhari*

Nitin Prafulla Choudhari  
Practising Company Secretary  
Scrutinizer  
Membership No. 20837  
CoP No. 13460

28<sup>th</sup> July, 2017  
Nasik

Witness 1:

*RAD*

Name: Ramaa Aditya Dixit.  
Address: 302, A wing, Aakar  
Beyond, Near Vishwas Resi,  
Sahakar Nagar, Nashik-13.  
Date: 28/07/2017  
Place: Nashik.



Countersigned by:  
For EPC Industrie Limited

*Ratnakar Nawaghare*

Ratnakar Nawaghare  
Company Secretary

Witness 2:

*S Lokhande*

Name: Sagar Shrinath Lokhande  
Address: Polhar column, Dindori Rd,  
Date: M.E.R.F, Nashik-422004.  
Place: 28/7/2017  
Nashik