

To,
The Chairperson appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
RESINS & PLASTICS LIMITED
A-8, Marol Industrial Estate of MIDC,
Cross Road B, Street No. 5,
Andheri (East),
Mumbai 400093

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the equity shareholders of Resins & Plastics Limited held on Friday, March 06, 2020 at 11:00 a.m. at IMC Chamber of Commerce and Industry, Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai - 400020.

I, P. N. Parikh of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated January 17, 2020 of the National Company Law Tribunal, Mumbai Bench, for Resins & Plastics Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of Resins & Plastics Limited ("the Company").

I was also appointed as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on March 06, 2020.

The Notice of the meeting dated January 22, 2020 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.



The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by National Securities Depository Limited ("NSDL").

The Company had provided voting by ballot paper to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of January 17, 2020 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on Wednesday, February 05, 2020 at 09:00 a.m. (IST) and ended on Thursday, March 05, 2020 at 05:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

On March 06, 2020, at the venue of the NCLT convened meeting, the Chairperson of the NCLT convened meeting directed for conducting the voting by ballot paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of NSDL.

None of the shareholders cast their votes through ballots at the at the NCLT convened meeting of the Equity Shareholders.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Thursday, March 05, 2020 at 05:00 p.m. (IST) were also considered and scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and NSDL and the authorizations lodged with the Company.

The Postal ballot forms and remote e-voting which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and the voting by ballot paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.



My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting by ballot paper at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and the voting by ballot paper at the venue of the NCLT convened meeting in respect of the said Resolution.

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) the arrangement embodied in the Scheme of Amalgamation of **PRAGATI CHEMICALS LIMITED**, (‘the Transferor Company’) with **RESINS & PLASTICS LIMITED** (‘the Transferee Company’) and their respective shareholders (‘the Scheme’) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
69	30,69,735	99.93


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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	2,005	0.07

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast by them
2	500

Thanking you,
Yours faithfully,


P. N. Parikh
Scrutinizer

Parikh & Associates
Practising Company Secretaries

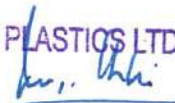
FCS: 327 CP No.: 1228

111, 11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri(West), Mumbai – 400053

Place: Mumbai

Dated: March 06, 2020

For RESINS & PLASTICS LTD.


RUPEN A. CHOKSI
MANAGING DIRECTOR

