

**FORM NO. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of SPL INDUSTRIES LIMITED held on Saturday, September 27, 2014 at 9.00 AM, at ICC,J-2/B-1,MOHAN COOPERATIVE,NEW DELHI-110044.

Dear Sir,

I, CS Deepak Somaiya, appointed as Scrutinizer for the purpose of the poll taken on the below mention resolution(s), at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the SPL INDUSTRIES LIMITED (hereinafter referred to as the "Company"), held on Saturday, September 27, 2014 at 9.00 AM, ICC,J-2/B-1,MOHAN COOPERATIVE,NEW DELHI-110044.

1. After the time fixed for the closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the record maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**(A) As an Ordinary Resolution - Item No.1. Passed with the requisite majority**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the reports of the Director's and Auditor's thereon.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	65	15706606	100.00
(ii)Voted against the resolution	0	0	0.0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	3	1505	



(B) As an Ordinary Resolution - Item No.2. Passed with the requisite majority

To appoint a Director in place of MR RAJESH GOYAL (DIN 03287284) , who retires by rotation, and being eligible, has offered himself for re-appointment.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	64	15514906	100.00
(ii)Voted against the resolution	0	0	0.0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	4	193205	

(C) As an Ordinary Resolution - Item No.3. Passed with the requisite majority

To appoint a Director in place of MR.CHANDERJEET SINGH BHATIA (DIN 01360148), who retires by rotation, and being eligible, has offered himself for re-appointment.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	64	15514906	100.00
(ii)Voted against the resolution	0	0	0.0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	4	193205	



(D) As an Ordinary Resolution - Item No.4. Passed with the requisite majority

To appoint M/s Singhi Chugh & Kumar,(FR No. 013613N) Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of 23rd Annual General Meeting and to fix their remuneration.).

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	64	15514906	100.00
(ii)Voted against the resolution	0	0	0.0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	4	193205	

(E) As an special Resolution - Item No.5. Passed with the requisite majority

To modify the terms of appointment by way of fixing the remuneration being paid to Executive Director and in this regard to consider and if though fit, to pass with or without modification(s), the following Resolution as a special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act,2013, consent of the members of the Company be and is hereby accorded for the payment of monthly remuneration of Rs.1.75 Lacs to MR.MUKESH KUMAR AGGARWAL ( DIN 00231651), Managing Director of the company from April 1,2014.

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	65	15706606	100.00
(ii)Voted against the resolution	0	0	0.0
(iii)Invalid votes	Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them	
	3	1505	



5. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

For Deepak Somaiya & Co.  
Company Secretaries

*Deepak Somaiya*  
CS. Deepak Somaiya  
Proprietor  
CP.5772  
M.N 5845



Date : 27/09/2014

Place: New Delhi

*Tushar Somaiya*

Witness 1.

Signature (Mr. Tushar Somaiya)  
E144, Bhai Bhai Road, Qutab Vihar Phase-I,  
Dwarka Sector -19, New Delhi-110071

*Ramesh*

Witness 2.

Signature (Mr. Ramesh )  
E144, Bhai Bhai Road, Qutab Vihar Phase-I,  
Dwarka Sector -19, New Delhi-110071

Signed by Mr. \_\_\_\_\_

Chairman of the meeting