

# NEPA LIMITED

(A Govt. of India Undertaking)

## Registered Office -

NEPANAGAR (M.P.)-450 221

Phone : 91-7325-222134

Fax : 91-7325-222174

Website : www.nepamills.co.in

CIN:U21012MP1947GO! 000636



# नेपा लिमिटेड

(भारत सरकार का उपक्रम)

पंजीकृत कार्यालय

नेपानगर (म.प्र.) - ४५०२२१

फोन नं. ९१-७३२५२२२१३४

फैक्स : ९१-७३२५-२२२१७४

To,  
The Members,  
NEPA Limited  
Nepa Nagar (M.P.)

Date: 01.10.2016

*Sub: Declaration of the Results of the Remote E-voting and Poll at the 69<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016.*

Dear Members,

The 69<sup>th</sup> Annual General Meeting (AGM) of **Nepa Limited** (CIN:U21012MP1947GOI000636) ("Company") was held on Friday, 30<sup>th</sup> September, 2016 at 4.00 p.m. at Nepa Auditorium, Nepanagar, Dist. Burhanpur, Madhya Pradesh - 450 221.

As per the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, Company provided the facility of remote e-voting to its members through National Securities Depository Limited (NSDL) to enable them to cast their votes electronically on the resolutions set forth in the Notice convening the AGM. In line with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the members or their proxies present at the AGM, who had not, casted their votes by remote e-voting were offered facility for voting through ballot paper.

The remote e-voting period commenced on Tuesday, 27<sup>th</sup> September, 2016 (at 9.00 A.M.) and ended on Thursday, 29<sup>th</sup> September, 2016 (at 5.00 P.M.).

The Board of Directors of the Company had appointed Mr. Dinesh Kumar Gupta, Practicing Company Secretary, Indore (M.P.) as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through ballot paper at the AGM in a fair and transparent manner and ascertaining the results thereof. The Scrutinizer has carried out the scrutiny of all the electronic votes cast up to 5:00 P.M. Thursday, 29<sup>th</sup> September, 2016, unblocked the electronic votes after the counting of votes cast through ballot paper at the AGM and submitted the Consolidated Report on 1<sup>st</sup> October, 2016.

### Phones :

Delhi : 91-11-24622751/24615894

Mumbai : 91-22-27745006

Bhopal : 91-755-2465184

### E-mail :

Nepa HO : [nepaltd@nepamills.nic.in](mailto:nepaltd@nepamills.nic.in)

### Fax :

Delhi : 91-11-24615073

Mumbai : 91-22-27745007

Bhopal : 91-755-2468164

Based on the Consolidated Scrutinizer's Report dated 1<sup>st</sup> October, 2016, the combined results of the votes cast are as under:

Sr. No.	Brief Descriptions of Resolutions	Votes in favor of the resolution	Votes against the resolution	Passed as
1.	To receive, consider and adopt the Financial Statement for the year ended 31 <sup>st</sup> March, 2016 and the Director's Report, Statutory Auditor's Report and Comments of the Comptroller and Auditor-General of India, thereon.	44,72,67,334	Nil	Ordinary Resolution
2.	To appoint a Director in place of Shri Arvind Kumar (DIN 06956955), who retires by rotation and being eligible, offers himself for re-appointment	44,72,67,334	Nil	Ordinary Resolution
3.	Fixation of remuneration of M/s Khandelwal Kakani & Company, Indore, Chartered Accountants, as Statutory Auditors for FY 2015-16	44,72,67,334	Nil	Ordinary Resolution
4.	Fixation of remuneration of M/s Khandelwal Kakani & Company, Indore, Chartered Accountants, as Statutory Auditors for FY 2016-17	44,72,67,334	Nil	Ordinary Resolution
5.	Ratification of remuneration of M/s Yogesh Chourasia & Associates, Cost Accountants, Bhopal, the Cost Auditor for the FY ended 31.03.2017	44,72,67,334	Nil	Ordinary Resolution

Accordingly, all the Resolutions in respect of the items of the business mentioned above are declared as passed with requisite majority by the members of the Company. Further, the Scrutinizer's Report dated 1<sup>st</sup> October, 2016 is attached herewith.



For Nepa Limited  
*Ravindra Kumar*  
 01/10/16  
 Ravindra Kumar  
 Director (Finance)  
 DIN: 06905666  
 (On behalf of the Chairman)

Place: Nepanagar

**Dinesh Kumar Gupta**  
Practicing Company Secretary

**Dinesh Kumar Gupta**  
B.COM LL.B. (Hons.) FCS



104, Sham Tower, 1<sup>st</sup> Floor,  
Near Hotel President,  
164/2, R.N.T. Marg, Indore (M. P.) 452 001  
Phone : 0731 - 2526208 Cell : 09425059136  
email : csdineshgupta@gmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to section 108 & 109 of the Companies Act, 2013 and  
Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman cum Managing Director  
Nepa Limited  
Nepanagar,  
Dist. Burhanpur (M.P.)-450221

Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agenda items set out in the Notice of 69<sup>th</sup> Annual General Meeting (AGM) of the Company.

Dear Sir,

I, Dinesh Kumar Gupta, Practicing Company Secretary, 104, Sham Tower, R.N.T. Marg, Indore (M.P.), have been appointed as scrutinizer by the Board of Directors of Nepa Limited (CIN: U21012MP1947GOI000636) ("the Company") vide Board Resolution dated 30<sup>th</sup> August, 2016 for the purpose of scrutinizing the remote e-voting process and poll process in a fair and transparent manner and ascertaining the requisite majority as per the provisions of sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice of the 69<sup>th</sup> Annual General Meeting of the equity shareholders of the Company held on Friday, 30<sup>th</sup> September, 2016 at 4.00 p.m. at Nepa Auditorium, Nepanagar, Dist. Burhanpur, Madhya Pradesh - 450 221.

1. The Notice dated 30<sup>th</sup> August, 2016 along with the Explanatory Statement setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions passed at the AGM of the Company.
2. The Company had taken the services of National Securities Depository Limited (NSDL) as the authorized agency to provide secured system for remote e-voting process.
3. The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and Rules relating to voting process both through electronic means and by poll process on the resolutions contained in the notice of 69<sup>th</sup> Annual General Meeting of the Company. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report for the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated through e-voting systems provided by NSDL and polling papers received from the members at the AGM.



4. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was Friday, 23<sup>rd</sup> September, 2016.
5. I, further report that, I have received all the votes cast by e-voting through NSDL from the shareholders during the period [Opened from Tuesday, 27<sup>th</sup> September, 2016 (at 9.00 A.M.) upto Thursday, 29<sup>th</sup> September, 2016 (at 5.00 P.M.)]. All the votes cast by e-voting through NSDL received up to 5:00 P.M. Thursday, 29<sup>th</sup> September, 2016, being the last date fixed by the Company for receipt of the e-votes, were considered for the purpose of Scrutiny by me.
6. Further, the Company Secretary of the company on behalf of the Chairman announced the poll at the Annual General Meeting for the Shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.
7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by Company and the Authorizations/Proxies lodged with the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After the conclusion of the voting at the AGM, the votes cast through remote e-voting facility were thereafter unblocked by me on Saturday, 01<sup>st</sup> October, 2016 at 1:10 p.m. in the presence of two witnesses Mr. Krishnavtar Gupta and Mr. Hemant Kumar Gupta who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Based on the reports generated from the NSDL e-voting website and the voting through polling paper at the AGM, the consolidated report on the voting on each resolution is as under:

Resolution Number	1
Nature of Resolution	Ordinary Resolution
Subject Matter	To receive, consider and adopt the audited Financial Statement for the year ended 31 <sup>st</sup> March, 2016 and the Director's Report, Statutory Auditor's Report and Comments of the Comptroller and Auditor-General of India, thereon.

Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
e-voting	4	90	100%	Nil	Nil
Voting through polling paper	86	44,72,67,334	100%	Nil	Nil
<b>Total</b>	<b>90</b>	<b>44,72,67,424</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

*Votes of 34 (Thirty Four) Members casted their votes by way of poll are not included in the above calculation as they are treated as invalid.*



Resolution Number	2
Nature of Resolution	Ordinary Resolution
Subject Matter	To appoint a Director in place of Shri Arvind Kumar, who retires by rotation and being eligible, offers himself for re-appointment.

Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
e-voting	4	90	100%	Nil	Nil
Voting through polling paper	86	44,72,67,334	100%	Nil	Nil
<b>Total</b>	<b>90</b>	<b>44,72,67,424</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

Note: 34 (Thirty Four) Members casted their votes by way of poll are not included in the above calculation as they are treated as invalid.

Resolution Number	3
Nature of Resolution	Ordinary Resolution
Subject Matter	Fixation of remuneration of M/s Khandelwal Kakani & Company, Indore, Chartered Accountants, as Statutory Auditors for Financial Year 2015-16.

Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
e-voting	4	90	100%	Nil	Nil
Voting through polling paper	86	44,72,67,334	100%	Nil	Nil
<b>Total</b>	<b>90</b>	<b>44,72,67,424</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

Note: 34 (Thirty Four) Members casted their votes by way of poll are not included in the above calculation as they are treated as invalid.

Resolution Number	4
Nature of Resolution	Ordinary Resolution
Subject Matter	Fixation of remuneration of M/s Khandelwal Kakani & Company, Indore, Chartered Accountants, as Statutory Auditors for Financial Year 2016-17.



Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
e-voting	4	90	100%	Nil	Nil
Voting through polling paper	86	44,72,67,334	100%	Nil	Nil
<b>Total</b>	<b>90</b>	<b>44,72,67,424</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

Note: 34 (Thirty Four) Members casted their votes by way of poll are not included in the above calculation as they are treated as invalid.

Resolution Number	5
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of remuneration of M/s. Yogesh Chourasia & Associates, Cost Accountants, Bhopal as Cost Accountants for the F.Y. 2016-17.

Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution	
		Nos.	%	Nos.	%
e-voting	4	90	100%	Nil	Nil
Voting through polling paper	86	44,72,67,334	100%	Nil	Nil
<b>Total</b>	<b>90</b>	<b>44,72,67,424</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>

Note: 34 (Thirty Four) Members casted their votes by way of poll are not included in the above calculation as they are treated as invalid.

10. Based on the aforesaid results, **Five Ordinary Resolutions** as contained in item No. 1 to 5 of the Notice dated 30<sup>th</sup> August, 2016, have been passed with requisite majority as per the provisions of the Companies Act, 2013.

11. The electronic data and all other relevant records relating to the e-voting 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 AGM.

I thank you for the opportunity given to act as a Scrutinizer for the above.

Yours faithfully,

Witnesses:

1.   
Hemant Kumar Gupta

2.   
Krishnavtar Gupta



  
Dinesh Kumar Gupta  
Practicing Company Secretary  
(M. No. 5396 CP No. 4715)

Date: 1<sup>st</sup> October, 2016

Place: Indore