

Dinesh Kumar Gupta

Practicing Company Secretary

Dinesh Kumar Gupta

B COM LL B (Hons.) FCS



104, Sham Tower, 1st Floor,
Near Hotel President,
164/2, R.N.T. Marg, Indore (M. P.) 452 001
Phone : 0731 - 2526208 **Cell** : **09425059136**
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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 as amended]

To,
The Chairman cum Managing Director
Nepa Limited
(CIN: U21012MP1947GOI000636)
Nepanagar
Dist. Burhanpur,
Madhya Pradesh - 450221

Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agenda items set out in the Notice of 72nd Annual General Meeting held on 12th December, 2019.

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") for the purpose of scrutinizing the remote e-voting process and by the Chairman of the Annual General Meeting (AGM) on 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 72nd Annual General Meeting of the equity shareholders of the Company held on 12th December, 2019 at 04.00 p.m. at Nepa Auditorium, Nepanagar, Dist. Burhanpur, Madhya Pradesh - 450221.

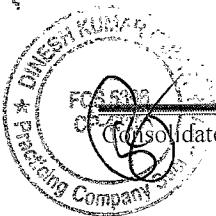
1. The Notice dated 22nd October, 2019 was sent to the Shareholders in respect of the resolutions passed at the AGM of the Company.
2. The Company had taken the services of National Depository Services Limited (NSDL) as the authorized agency to provide secured system for remote e-voting process.



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 72nd 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 resolutions 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 resolution was 05th December, 2019.
5. I, further report that, I have received all the votes cast by e-voting through NSDL from the shareholders during the period [opening from Monday, 09th December, 2019 (at 9.00 A.M.) upto Wednesday, 11th December, 2019 (at 5.00 P.M.)]. All the votes cast by e-voting through NSDL received up to 5:00 P.M. Wednesday, 11th December, 2019, 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 the 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 in the presence of two witnesses Mr. Ajay Rajput and Ms. Archita Chordia who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in the 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 31st March, 2019, the Balance Sheet, profit & Loss Account and Cash flow as on that date and the reports of Directors and Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.



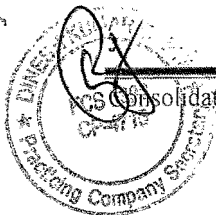
Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
e-voting	6	3,05,36,300	5.48	Nil	Nil	Nil
Voting through polling paper	92	52,64,78,984	94.52	Nil	Nil	460
Total	98	55,70,15,284	100	Nil	Nil	460

Resolution Number	2
Nature of Resolution	Ordinary Resolution
Subject Matter	To appoint a director in place of Smt. Sukriti Likhi, who retires by rotation and being eligible, offers herself for re-appointment.

Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
e-voting	6	3,05,36,300	5.48	Nil	Nil	Nil
Voting through polling paper	92	52,64,78,984	94.52	Nil	Nil	460
Total	98	55,70,15,284	100	Nil	Nil	460

Resolution Number	3
Nature of Resolution	Ordinary Resolution
Subject Matter	To consider and approve remuneration of M/s Khandelwal Kakani & Company, Indore, Statutory Auditors of the company for Financial Year 2018-19.

Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
e-voting	6	3,05,36,300	5.48	Nil	Nil	Nil
Voting through polling paper	92	52,64,78,984	94.52	Nil	Nil	460
Total	98	55,70,15,284	100	Nil	Nil	460



Resolution Number	4
Nature of Resolution	Ordinary Resolution
Subject Matter	To consider and approve remuneration of M/s Fadnis & Gupte, Indore, Statutory Auditors of the company for Financial Year 2019-20.

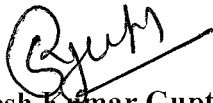
Mode of Voting	Number of members voted	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
e-voting	6	3,05,36,300	5.48	Nil	Nil	Nil
Voting through polling paper	92	52,64,78,984	94.52	Nil	Nil	460
Total	98	55,70,15,284	100	Nil	Nil	460

10. Based on the aforesaid results, 4 (Four) Ordinary Resolutions as contained in item nos. 1 to 4, have been passed with the Requisite Majority.

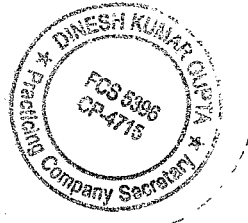
11. All relevant records of remote e-voting and ballots will remain my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

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

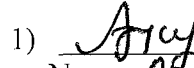
Thanking You
Yours faithfully,




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



Witnesses:

1) 
Name: Ajay Rajput
Address: Usha Ganj, Chhawni Indore

2) 
Name: ARCHITA CHORDIA
Address: 11, N.P. SUDAMA NAGAR
ANNAPURNA, INDORE

Date: 14th December, 2019
Place: Indore
UDIN: F005396A000405334

Dinesh Kumar Gupta

Practicing Company Secretary

Dinesh Kumar Gupta

B.COM. LL.B. (Hons.). FCS



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email : csdineshgupta@gmail.com

FORM MGT-13

Report of Scrutinizer

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

To
The Chairman cum Managing Director
72nd Annual General Meeting of the
Equity Shareholders of Nepa Limited,
Held on 12th December, 2019 at 4.00 p.m. at
Nepa Auditorium, Nepanagar
Dist. Burhanpur, Madhya Pradesh - 450221

Dear Sir,

I, Dinesh Kumar Gupta, Practicing Company Secretary, appointed as Scrutinizer for the poll taken on the below mentioned resolutions, at the 72nd Annual General Meeting of the Equity Shareholders of Nepa Limited (CIN: U21012MP1947GOI000636) ("the Company"), held on Thursday, 12th December, 2019 at 4.00 p.m. at **Nepa Auditorium, Nepanagar, Dist. Burhanpur, Madhya Pradesh - 450221**, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / 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) Resolution No. 1 – To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2019, the Balance Sheet, profit & Loss Account and Cash flow as on that date and the reports of Directors and Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.

(i) Voted in favor of the 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
92	52,64,78,984	100%



(ii) Voted against the 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
Nil	Nil	Nil

(iii) Invalid votes	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
29	460

- b) Resolution No. 2 - To appoint a director in place of Smt. Sukriti Likhi, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favor of the 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
92	52,64,78,984	100%

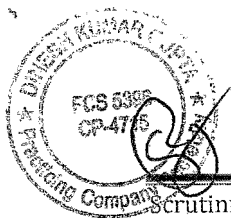
(ii) Voted against the Resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
29	460

- c) Resolution No. 3 -To consider and approve remuneration of M/s Khandelwal Kakani & Company, Indore, Statutory Auditors of the company for Financial Year 2018-19.

(i) Voted in favor of the 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
92	52,64,78,984	100%

(ii) Voted against the 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
Nil	Nil	Nil



(iii) Invalid votes	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
29	460

- d) Resolution No. 4 –To consider and approve remuneration of M/s Fadnis & Gupte, Indore, Statutory Auditors of the company for Financial Year 2019-20.

(i) Voted in favor of the 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
92	52,64,78,984	100%

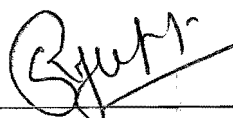
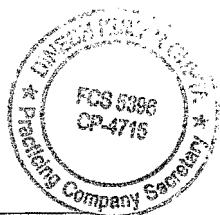
(ii) Voted against the Resolution		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes	
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
29	460

5. A list of equity shareholders who voted “FOR” or “AGAINST” for resolutions is enclosed.
6. All relevant records of ballots will remain my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

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

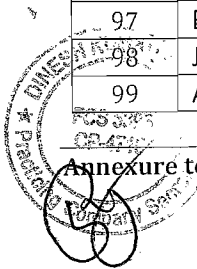
Date: 14th December, 2019
Place: Indore
UDIN : F005396A000405257

ANNEXURE TO FORM MGT-13-SCRUTINIZER'S REPORT OF NEPA LTD.

SL. NO.	NAME OF THE SHAREHOLDER	SHARES VOTED IN FAVOUR	SHARES VOTED AGAINST	INVALID VOTES*
1	THE PRESIDENT OF INDIA	526477344	-	-
2	JAGDISH CHANDRA CHOURE	50	-	-
3	PANDEY KUMAR ASHOK	10	-	-
4	VERMA RAJSHREE	10	-	-
5	A.L.TIWARI	20	-	-
6	FIRKE SHRIDHAR ASHOK	10	-	-
7	BHAGAT KUMAR CHETAN	20	-	-
8	P.K.NAIK	20	-	-
9	PATEL G.R.	50	-	-
10	TIWARI KUMAR SATISH	10	-	-
11	TIWARI BHARAT	20	-	-
12	CHAND S.K. C S N	10	-	-
13	DAGA MISHRILAL	10	-	-
14	SUGANDHI RATILAL	10	-	-
15	JAIN S V K	30	-	-
16	WANI KAMLAKAR	10	-	-
17	N.J.HIRODEKAR	10	-	-
18	RAM GOPAL SHARMA	10	-	-
19	KARAD DAGADU BHARAT	20	-	-
20	PATIL T. Y.	10	-	-
21	R.T.ASERKAR	10	-	-
22	JADHAV S.C.	20	-	-
23	MUKESH CHOUHAN	20	-	-
24	BHAWSAR C NAWNITLAL	10	-	-
25	MOHAMMAD NASEER	10	-	-
26	SHAH KUMAR VINOD	20	-	-
27	WELE M.K.	10	-	-
28	PATEL DEEPAK	10	-	-
29	BHAMRE VIJAY	20	-	-
30	SHAH KUMAR VIJAY	10	-	-
31	RITA WANI	10	-	-
32	PAWAR AMRITLAL	10	-	-
33	SHUKLA K DEVENDRA	20	-	-
34	SHIRISH KUMAR RAIBAG	20	-	-
35	MR.SUNIL KUMAR KANHI	10	-	-
36	MS MANIMALA SINHA	20	-	-
37	GARG NARAYAN PREM	10	-	-
38	PATEL LALCHAND	10	-	-
39	SINGUMARE RAJESH	10	-	-
40	KINHIKAR K.P.	10	-	-
41	KAUSHIK PRATHAMA	20	-	-
42	VILAS BABURAO FEGDE	10	-	-
43	SURESH PRASAD RAGHUWANSHI	10	-	-
44	PRATAP SINGH SARANG	10	-	-
45	SHADOKAR S TENURAO	10	-	-
46	TIWARI O.P.	10	-	-
47	DWIVEDI SHANKAR UMA	20	-	-



48	PANDEY RAVINDRA	20	-	-
49	PATEL KISHANLAL	10	-	-
50	MAHAJAN M PANDURANG	20	-	-
51	JAGTAP RAMRAO	40	-	-
52	DALAL SUNIL	10	-	-
53	CHOUDHARY WAMAN	10	-	-
54	DALAL SAILAL	20	-	-
55	PAWAR DUSHYANT SINGH	100	-	-
56	JIANDANI S. ASHOK	10	-	-
57	MANDLOI KUMAR SUNIL	10	-	-
58	ANIL KUMAR AHIRE	10	-	-
59	SHAH GOPALDAS MUKUND	10	-	-
60	VISHNU KUMAR MANWANI	10	-	-
61	VINOD KUMAR BHATORE	10	-	-
62	MUDALIAR K K.UDAYA	50	-	-
63	SMT.ASHA JAWADE	20	-	-
64	KHAN N.R.A.	20	-	-
65	ACHARY BALAN BABY	20	-	-
66	PARVE HARISH	10	-	-
67	SMT.KALYANI BELKHODE	20	-	-
68	BELKHODE UDAY	10	-	-
69	MOHINDER SINGH YADAV	10	-	-
70	RAO KUMAR DILIP	10	-	-
71	CHATURVEDI S	30	-	-
72	HANVE KUMAR SUNIL	10	-	-
73	RAJU DAMU PATIL	10	-	-
74	SRIVASTAVA K.M.	50	-	-
75	SHENDE WAMAN AVINASH	50	-	-
76	MORVI SINGH DURGA	20	-	-
77	MANOHAR B.HAKIM	100	-	-
78	KISHOR KUMAR MALE	10	-	-
79	NITINCHANDRA B. WANI	10	-	-
80	RAJENDRA G. MUJUMDAR	10	-	-
81	ABDUL NASIR DESHMUKH	10	-	-
82	MEERABAI	50	-	-
83	PRAMILA BHAGWAT/SUNANDA KATKAR	10	-	-
84	RAVISHANKAR PAWAR	10	-	-
85	HARIRAM GHISAJI MANDWAL	10	-	-
86	NILEEMA SHAH	10	-	-
87	HEMLAL PATEL	10	-	-
88	B. S. BALI	20	-	-
89	ASHOK KUMAR SINHA	10	-	-
90	S.K.JAIN	10	-	-
91	C.N. AHIRE	10	-	-
92	AMIT SINGH CHOUHAN	20	-	-
93	NARAYAN DHONDU JAINKAR	-	-	10
94	M.N.C. PILLAI	-	-	10
95	KANTILAL GUPTA	-	-	10
96	RAMESHWAR YADAV	-	-	10
97	B.R.NARWADE	-	-	20
98	JAYANT GANESH KAVISHWAR	-	-	10
99	ANANT RAMAKRISHNA DIXIT	-	-	10



100	LALITA UPADHYAY	-	-	10
101	SURESH WAGHMARE	-	-	20
102	AHMED ALI	-	-	20
103	MILIND KIRANGE	-	-	20
104	N.B. PANDE	-	-	10
105	GAJRAJ SINGH RAJPUT	-	-	20
106	SHIVDAS GURAV	-	-	50
107	GYANESHWAR GURAV	-	-	20
108	DEVENDRA KUMAR RAINA	-	-	10
109	ASHOK WAMAN PATIL	-	-	10
110	JAGDISH H. JAWADE	-	-	10
111	MUKESH NAGAR	-	-	20
112	RUPKALA YADAV	-	-	10
113	S.K. JAIN	-	-	20
114	PRABHAR JOSHI	-	-	10
115	GUNWANT SHAH	-	-	20
116	T. M. VISPUTE	-	-	10
117	ANKIT MALE	-	-	10
118	URMILA PANDEY	-	-	10
119	R.S. VYAS	-	-	20
120	PRABHA NAGAR	-	-	30
121	BHASKAR BHOGE	-	-	20
	TOTAL	526478984	NIL	460

**The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid.*

