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**LEENA AGRAWAL**  
A.C.S., A.C.A., D.I.S.A. (ICA)

**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of Companies Act, 2013 and Rules 18] of the  
Companies (Management and Administration) Rules, 2014 and clause 35B of the  
Listing Agreement .

To,  
Mr. Jitendrasinh J. Rawal  
Chairman  
Universal Starch- Chem Allied Limited  
Mhatre Pen Building, B-Wing  
2<sup>nd</sup> Floor, Senapati Bapat Marg,  
Dadar (W), Mumbai-400028.

**Subject: Passing of the resolution through electronic voting**

Dear Sir,

1. I, Leena Agrawal Practicing Company Secretary, having office at 204, Mhatre Pen Building, Senapati Bapat Marg, Dadar(west), Mumbai-400028, appointed as Scrutinizer by the board of director of UNIVERSAL STARCH- CHEM ALLIED LIMITED (The Company) vide resolution dated August 09, 2014 for the purpose of scrutinizing the e-voting and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the below mentioned resolution to be passed at the at the 41<sup>st</sup> Annual General Meeting(AGM) of the Equity Shareholders of the Company to be held on Monday 29<sup>th</sup> September, 2014 at Mhatre Pen Building, B-Wing 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai-400028.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules relating to e-voting and poll and clauses of Listing Agreement related to e-voting, on the resolutions contained in the Notice of 41<sup>st</sup> Annual General Meeting members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolution as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), and the details/report provided by the Registrar and Transfer Agents of the company (Sharex Dynamic India Private Limited).

1. Further to above, I submit my report as under:

3.1 The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

3.2 The notices dated August 09, 2014 convening Annual general Meeting along with statement setting out material facts under section 102 of the act were sent to the Shareholders along with the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

3.3 The shareholders of the company holding shares as on the "cut off" date of August 29, 2014 were entitled to vote on the proposed resolutions as set out in Item numbers 1 to 14 in the notice of the 41<sup>st</sup> AGM of M/s Universal Starch- Chem Allied Limited



*Leena*

- 3.4 The e-voting period commenced from Friday, September 26, 2014(6.00 a.m. IST) till September 26, 2014(11.00 p.m. IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under the e-voting facility were then unblocked in the presence of two witness who were not in employment of the company No Physical ballots were received from the shareholders.
- 3.5 The e-voting data was scrutinized by me for verification of votes cast “in favour” and “against” the Resolution.
- 3.6 Thereafter, the details containing inter alia, list of Equity Shareholders, who voted “in favour” or “against” each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited on their website i.e. [www.evotingindia.com](http://www.evotingindia.com) and the result of the e-voting is as under:



The result of the E-voting is as under in respect of the said resolutions

**1. Resolution No 1**

To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet and Cash Flow Statement as on that date together with the Directors' Report and Auditors' Report attached there to.

i. Voted in favour of the resolution

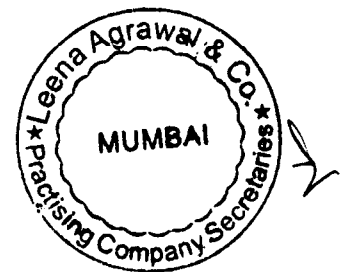
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**2. Resolution No 2**

To appoint a Director in place of Shri. Jaydeosinh J. Rawal (DIN 01681151) who retires by rotation and being eligible offers himself for re-appointment

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



### 3. Resolution No 3

To appoint Auditors and to fix their remuneration. The retiring Auditors, M/s. M.B.Agrawal & Co. Chartered Accountants, Mumbai are eligible for re-appointment.

i. Voted in favour of the resolution

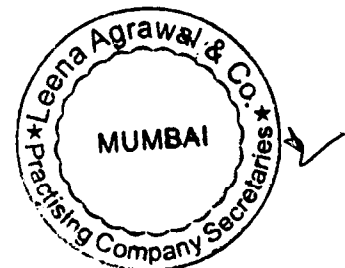
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**4. Resolution No 4**

Appointment of Shri. Ashok N. Kothary (DIN 00811919) as an existing Independent Director

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



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**5. Resolution No 5**

Appointment of Shri. Dev Prakash Hemraj Yadava (DIN 00778976) as an existing Independent Director

i. Voted in favour of the resolution

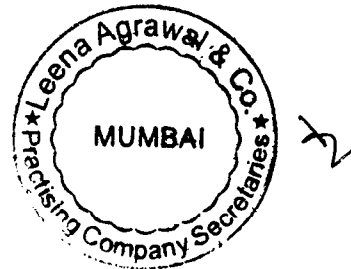
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A





**6. Resolution No 6**

Appointment of Shri. Bindumadhavan Ranga Venkatesh (DIN 01799569) as an existing Independent Director

i. Voted in favour of the resolution

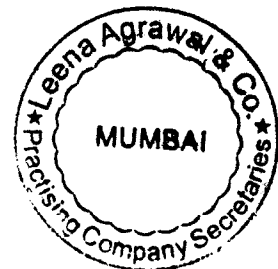
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**7. Resolution No 7**

Appointment of Smt. Sudha Ramesh Modi (DIN 01633060) as an Independent Director

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**8. Resolution No 8**

Appointment of Shri. Ashok C. Shah (DIN 00236555) as an Independent Director

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**9. Resolution No 9**

Re- appointment of Shri Jaykumar J Rawal (DIN 02261128) whole time director (Business Development) with effect from 01.01.2014 for a further period of three years

i. Voted in favour of the resolution

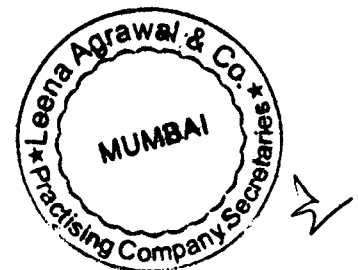
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members vote	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



### 10. Resolution No 10

Re- appointment of Shri Gulabsingh P. Chaudhary (DIN 00308910) whole time director with effect from 28.01.2014 for a further period of three years

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



### 11. Resolution No 11

Waiver of excess managerial remuneration paid to Shri. Jitendrasinh J. Rawal (DIN 00235016), Chairman & Managing Director

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**12.Resolution No 12**

Increase in the remuneration paid to Shri. Jitendrasinh J. Rawal (DIN 00235016), Chairman & Managing Director

i. Voted in favour of the resolution

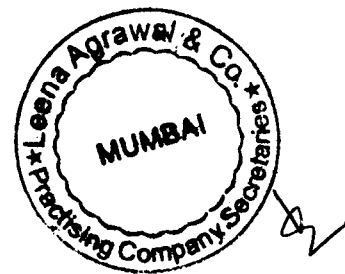
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



**13.Resolution No 13**

To approve borrowing limits of the Company

i. Voted in favour of the resolution

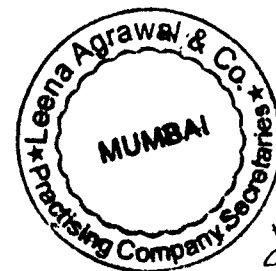
Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A





### 14. Resolution No 14

Creation of Charge on the assets of the Company

i. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
36	1754133	100

ii. Voted in favour of the resolution

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A

iii. Invalid Votes

Number of members voted	No of Votes cast(Shares)	% of total no of valid votes cast
Nil	Nil	N.A



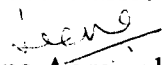
4. The Register and all other papers relevant to e-voting shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Management, for safe keeping.
5. You may accordingly declare the result of voting by e-voting and ballot at the Annual General Meeting.
6. The abovementioned resolutions are deemed to be passed as on date of announcement of results.

Thanking you,

Place : Mumbai

Date : September 27, 2014

Yours Faithfully  
Leena Agrawal & Co  
Practising Company Secretaries

  
Leena Agrawal  
Proprietress  
M.No.: FCS 6607  
COP No.: 7030

