

FORM No MGT - 13

SCRUTINIZER'S REPORT

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

To,
The Chairman,
Universal Starch Chem Allied Limited,
Mhatre Pen Building, 'B' Wing, 2nd Floor,
Senapati Bapat Marg, Dadar (West),
Mumbai – 400028,
Maharashtra, India.

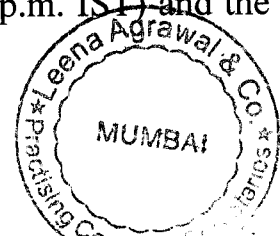
Dear Sir,

42nd Annual General Meeting (AGM) of the Equity Shareholders of
Universal Starch Chem Allied Limited held on Tuesday, 29th September,
2015 at 11.00 a.m. at the Registered Office of the Company at Mhatre Pen
Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West),
Mumbai – 400028.

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 Directors of UNIVERSAL STARCH CHEM ALLIED LIMITED (The Company) for the purpose of scrutinizing the e-voting process along and to scrutinize the physical ballot forms received from the shareholders 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 42nd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, 29th September, 2015 at 11.00

a.m. at the Registered Office of the Company at Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West), 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 42nd 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 (M/s Sharex Dynamic (India) Pvt. Ltd.
3. 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 it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
 - 3.2 The notices dated May 29th, 2015 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 i.e. Tuesday, 22nd September, 2015 were entitled to vote on the proposed resolutions as set out in Item numbers 1 to 4 in the notice of the 42nd AGM of M/s Universal Starch Chem Allied Limited.
 - 3.4 The e-voting period commenced from Saturday, 26th September, 2015 (9.00 a.m. IST) till Monday, 28th September, 2015 (5.00 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. Physical ballot was conducted at the venue of the AGM through the ballot papers.

- 3.5 After the voting at the AGM was conducted. One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The shareholders had casted their votes through remote e-voting. None of the members casted their vote through physical ballot.
- 3.6 Thereafter, I as a scrutinizer duly complied the details of Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot at the AGM	Total Voting
No. of members who cast their votes	57	0	57
Total Number of shares held by them	1874933	0	1874933

(Number of Members is calculated on the basis of Folio No. of Members.)

- 3.7 The e-voting data was scrutinized by me for verification of votes cast “in favour” and “against” the Resolution.
- 3.8 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 and the result of the e-voting and after conducting the ballot process at the Annual General Meeting is as under:



The resolutions wise results of the Remote E-voting together with that of voting conducted at the venue of the AGM by way of ballot paper are as under:

Ordinary Business

1. Resolution No 1 (Ordinary Resolution)

Adoption of Financial Statements of the Company for the year ended March 31st, 2015 including the Audited Balance Sheet as at March 31st, 2015, the Statement of Profit and Loss Account for the year ended on that date, along with the Reports of the Directors and Auditors thereon.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	57	1874933	100%
Voting by ballot paper	0	0	0%
Total	57	1874933	100%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	0	0.00%
Total	0	0	0.00%

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

2. **Resolution No 2 (Ordinary Resolution)**

Appointment of Director in place of Shri Vikrant J. Rawal (DIN No. 02440151) who retired by rotation and being eligible offers himself for re-appointment

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	57	1874933	100%
Voting by ballot paper	0	0	0%
Total	57	1874933	100%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	0	0.00%
Total	0	0	0.00%

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



3. Resolution No 3 (Ordinary Resolution)

Appointment of M/s M. B. Agrawal & Co., Chartered Accountants, Mumbai, having Firm Registration no. 100137W as Statutory Auditors of the Company approved in the 41st Annual General Meeting until the conclusion of the 44th Annual General Meeting is hereby approved in this Annual General Meeting with remuneration as may be decided by the Board of Directors.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	57	1874933	100%
Voting by ballot paper	0	0	0%
Total	57	1874933	100%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	0	0.00%
Total	0	0	0.00%

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

Special Business

4. Resolution No 4 (Special Resolution)

Re-appointment of Shri Jitendrasinh J. Rawal (DIN No. 00235016) as Chairman and Managing Director with effect from 01.10.2015 for a further period of three years.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	48	1285766	100%
Voting by ballot paper	0	0	0%
Total	48	1285766	100%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	0	0.00%
Total	0	0	0.00%

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	9	589167
Voting by ballot paper	0	0
Total	9	589167

4. You may accordingly declare the result of voting by e-voting and ballot.
5. All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Paper with the requisite majority and deemed to be passed as on the date of the Annual General Meeting.
6. The Register and all other ballot papers relevant to e-voting and physical ballot 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.

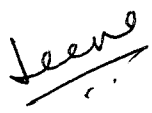
Thanking you,

Yours Faithfully

Leena Agrawal & Co
Practising Company Secretaries

Place: Mumbai
Date: September 29th, 2015




Leena Agrawal
Proprietress
M. No.: FCS6607
COP No.: 7030