J. J. Gandhi & Co.
Practising Company Secretaries &
Insolvency Professional
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F 46, Inida Bulls Mega Mall
Besides Dinesh Mill
Jetalpur, Vadodara 390 007
Phone (o) 2985022 Cell : 9374620085
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Report of Scrutinizer

Consolidated Report on remote E-voting and Voting by Poll at AGM

(Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman
of 31st Annual General Meeting of Members of
20 Microns Limited
9-10, G.I.D.C. Industrial Estate
Waghodia – 391760, Dist. Vadodara.

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll at the AGM of 20 Microns Limited held on 19th September, 2018

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, having office at F-46, India Bulls Mega Mall, Besides Dinesh Mill, Jetalpur, Vadodara 390007 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (herein after referred to as Rules) for scrutinizing the e-voting process and poll at the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the **31st Annual General Meeting** (AGM) of the Members of the Company held **on 19th Sept., 2018 at 3.00 P.M.** at the Conference Room, at 347, GIDC, Industrial Estate, Waghodia 391760, Dist. Vadodara.

2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

3. I submit my report as under;

A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of

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commencement and closing of E-voting have been published in English language in the newspaper **"Business Standard"** dated **24th Aug., 2018** and in Gujarati news paper **"Loksatta Jansatta"** dated **24th Aug., 2018.**

B. The e-voting period remained open from **16th Sept., 2018** (10.00 A.M.) to **18th Sept., 2018** (5.00 P.M.).

C. The Members of the Company holding shares in physical form or demat form as on **"Cut-off" date i.e. 11th Sept., 2018** were entitled to vote on the resolutions mentioned in the Notice of AGM.

D. At the AGM Poll was offered to facilitate the members/ proxies present at the AGM and who did not vote in the E-voting process.

E. The poll was announced at the AGM, Ballot papers were given to the Members and proxies present at the meeting. The empty ballot box was shown, locked and sealed in my presence and in the presence of members and proxies.

F. Subsequently, the ballot box was opened in my presence and in the presence of **CS Sonal Shimpi** and **CS Sakhishree** who are not in the employment of the Company. They have signed at the end of report to confirm that polling box was opened in their presence.

G. The poll papers were scrutinized and reconciled with the records maintained by the Company/ Registrar & Transfer Agent and the authorizations/ proxies lodged with the Company.

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

I. After counting votes cast through poll at AGM, the E-votes cast were unblocked on **19th Sept., 2018** in the presence of two witnesses CS **Sonal Shimpi** and **CS Sakhishree** who are not in employment of the Company. They have signed at the end of report to confirm that the e-votes have been unblocked in their presence.

J. The details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.com

Based on the Reports generated from the CDSL website and the voting through Poll the consolidated report on the voting on each resolution is as under;

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Resolution No. 1 – Ordinary Resolution

Adoption of Audited standalone and consolidated financial statements for the financial year ended on 31st March, 2018.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	47	19988924	99.97
Poll	17	5138	0.03
Total	**64**	**19994062**	**100**
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	**0**	**0**	**0**
Grand Total	**64**	**19994062**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 2 – Ordinary Resolution

Declaration of Final dividend @ 7% (Re. 0.35 per share) for the FY 2017-18

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	47	19988924	99.97
Poll	17	5138	0.03
Total	**64**	**19994062**	**100**
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	**0**	**0**	**0**
Grand Total	**64**	**19994062**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 3 – Ordinary Resolution

Appointment of Director Mr. Atil C. Parikh (DIN 00041712) who retire by rotation.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	46	19988894	99.97
Poll	17	5138	0.03
Total	**63**	**19994032**	**100**
Against the resolution			
E-voting	1	30	0
Poll	0	0	0
Total	**1**	**30**	**0**
Grand Total	**64**	**19994062**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 4 – Ordinary Resolution

Ratification of payment of remuneration to the Cost Auditors.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	47	19988924	99.97
Poll	17	5138	0.03
Total	**64**	**19994062**	**100**
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	**0**	**0**	**0**
Grand Total	**64**	**19994062**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 5 – Special Resolution

Re-appointment of Mr. Chandresh S. Parikh as the whole Time Director designated as Executive Chairman.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	37	12938582	99.96
Poll	17	5138	0.04
Total	**54**	**12943720**	**100**
Against the resolution			
E-voting	1	30	0
Poll	0	0	0
Total	**1**	**30**	**0**
Grand Total	**55**	**12943750**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 6 – Special Resolution

Re-appointment of Mr. Rajesh C. Parikh as the whole Time Director designated as Chief Executive Officer and Managing Director.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	37	12938582	99.96
Poll	17	5138	0.04
Total	**54**	**12943720**	**100**
Against the resolution			
E-voting	1	30	0
Poll	0	0	0
Total	**1**	**30**	**0**
Grand Total	**55**	**12943750**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 7 – Special Resolution

Re-appointment of Mr. Atil C. Parikh as the whole Time Director designated as Managing Director

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	37	12938582	99.96
Poll	17	5138	0.04
Total	**54**	**12943720**	**100**
Against the resolution			
E-voting	1	30	0
Poll	0	0	0
Total	**1**	**30**	**0**
Grand Total	**55**	**12943750**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 8 – Special Resolution

Payment of Commission to Non executive Director

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	45	19988794	99.97
Poll	17	5138	0.03
Total	**62**	**19993932**	**100**
Against the resolution			
E-voting	2	130	0
Poll	0	0	0
Total	**2**	**130**	**0**
Grand Total	**64**	**19994062**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

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Resolution No. 9 – Special Resolution

Approval of continuation of Directorship of Mr. Pravinchandra M. Shah non executive Independent Director after attaining age of 75 years.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	41	19947044	99.97
Poll	17	5138	0.03
Total	**58**	**19952182**	**100**
Against the resolution			
E-voting	1	30	0
Poll	0	0	0
Total	**1**	**30**	**0**
Grand Total	**59**	**19952212**	**100**
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	**0**	**0**	

The relevant records relating to E-voting and Poll is being handed over to the Company Secretary.

For J J Gandhi & Co.
Practising Company Secretaries

J. J.

(J J Gandhi)
Proprietor (CP No – 2515)

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Place : Vadodara
Date: 19th Sept., 2018

Witness CS Sonal Shimpi Shimpi

CS Sakhishree CAPadaria

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