

CONSOLIDATED SCRUTIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

Shri Sanjay Kumar Sanghi
The Chairman of Eighteenth Annual General Meeting of the Members,
Uday Jewellery Industries Limited
Regd. office: Plot No. 5-9-60, Flat No. 301,
Moghuls Court Building, Deccan Tower Complex,
Basheerbagh Hyderabad-500029

Sub: Consolidated Report of Scrutinizer on the results of voting by way of remote e-voting and poll conducted at the 18th Annual General meeting of **Uday Jewellery Industries Limited** held on 16.11.2017.

I, **Ajay Suman Shrivastava**, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process and ballot voting through poll carried out by the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 for passing of the resolutions as mentioned in the Notice of 18th Annual General Meeting (AGM) of the Members of the Company held on Thursday, the 16th Day of November, 2017.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and polling papers on the resolutions contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and voting through ballot process-poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by the CDSL, the agency engaged by the Company to provide remote e-voting facility and poll conducted in the AGM.
2. The Notice along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Professional courier on 21st October, 2017 and through e-mail to the shareholders whose email IDs were registered with the Company / Depository Participant on 25th October, 2017. The said Notice was dispatched on the basis of the Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on 20th October, 2017.
3. As per the provisions of Rule 20 & 22 of Companies (Management and Administration) Rules, 2014, the Company has published advertisement in "**Business Standard**" and "**Nava**



Telangana", on 26th October 2017, about having sent the notice both by registered post and electronically, along with other information as specified in rules.

4. In terms of the aforesaid notice, voting through electronic means was kept open from Monday, the 13th day of November, 2017 (9:00 AM) and ended on Wednesday, the 15th day of November, 2017(5:00 PM).
5. The Members' details such as their names folio, number of shares held who cast their votes through e-voting were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com/>) in order to ensure that such members did not vote again in the Annual General Meeting through poll.
6. The voting rights of members were considered in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 09.11.2017
7. Thereafter on completion of Poll, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.
8. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were unlocked in the presence of Mr. Kamal Kishore and Mr. M. Raghu, both shareholders, who are not in employment with the Company. They have signed as witness on the poll papers, in confirmation of the votes being unblocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar of Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. No poll papers were identified as invalid.

10. Summary of the e-voting and poll are as follows-

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March 2017, together with the Reports of Directors and Auditors thereon.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36
E-voting	25	10214776	99.63
Total	55	10251517	99.99



ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 2: To appoint Director in place of Mrs. Pritha Sanghi, Director (DIN: 02681491), who retires by rotation and being eligible, offers herself for re-appointment.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	31	36761	0.36
E-voting	25	10214776	99.64
Total	56	10251537	100

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-



iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 3: To ratify the appointment of Statutory Auditors of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36
E-voting	25	10214776	99.63
Total	55	10251517	99.99

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-



SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. Ritesh Kumar Sanghi as the Managing Director of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	31	36761	0.36
E-voting	25	10214776	99.64
Total	56	10251537	100

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 5: Increase in Authorized Share Capital of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36



E-voting	25	10214776	99.63
Total	55	10251517	99.99

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 6: Alteration of Capital Clause of the Memorandum of Association of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36
E-voting	25	10214776	99.63
Total	55	10251517	99.99

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01



iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 7: Adoption of new set of Memorandum of Association as per Table A, Schedule I of the Companies Act, 2013.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	31	36761	0.36
E-voting	25	10214776	99.64
Total	56	10251537	100

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
Total	-	-	-

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-



Item No. 8: Adoption of new set of Articles of Association as per Table F, Schedule I of Companies Act, 2013.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36
E-voting	25	10214776	99.63
Total	55	10251517	99.99

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 9: Preferential allotment of Equity Warrants of the Company to Promoters/Promoters Group/Resident individual's convertible into equity shares in one or more tranches.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36
E-voting	25	10214776	99.63
Total	55	10251517	99.99



ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Item No. 10: Preferential Issue of Equity Warrants of the Company to Business Associates/ Non-Promoter/ Public Group.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	30	36741	0.36
E-voting	25	10214776	99.63
Total	55	10251517	99.99

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	20	0.01
E-voting	-	-	-
Total	1	20	0.01



iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
E-voting	-	-
Total	-	-

Yours Truly,

(AJAY SUMAN SHRIVASTAVA)
Practicing Company Secretary
Membership No.: 3489
C P No.: 3479



Place: Hyderabad
Date: 17.11.2017