
Scrutinizer's Report Combined

To,
The Chairman
Baroda Extrusion Limited
Survey no 65-66 Village: Garadia
Jarod-Samlaya Road, Ta. Savli
Vadodara, Gujarat

Sub: 26th Annual General Meeting ("AGM") of the Members of Baroda Extrusion Limited held on Saturday, 30th September, 2017 at 11.00 a.m. at the Registered Office of the Company at Survey no 65-66 Village: Garadia, Jarod-Samlaya Road, Ta. Savli, Vadodara, Gujarat.

Dear Sir,

1. Malay Shah, a Company Secretary in practice have been appointed as Scrutinizer by the Board of Directors of Baroda Extrusion Limited ("Company") for the following purpose with respect to the voting on the Resolutions contained in the Notice of the 26th AGM of the Members of the Company:

- (i) scrutinizing remote e-voting process under provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rule, 2014, as amended ("Rules"); and
- (ii) poll through Polling Papers under the provisions of Section 109 the Act read with Rule 21 of the Rules

2. The Management of the Company is responsible for the compliance with the requirement of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the notice to the 26th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company to provide e-voting facilities for remote e-voting.

3. I have also issued a separate Scrutinizer's Report dated 30th September, 2017 on the remote e-voting and on the poll on the resolutions contained in the notice to the AGM. As requested by management I hereby submit my combined report on the results of remote e-voting together with the Poll as under:-

Item No. of Notice and brief text of resolution	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos	% of total number of valid votes cast	Nos	% of total number of valid votes cast	
1. Ordinary Resolution Considered and adopted the Audited Balance Sheet as on 31st March 2017 and the Statement of Profit and Loss for the year ending 31st March 2017 together with the reports of the Auditors and Directors thereon.	70494619	100%	0	0%	Nil
2. Ordinary Resolution Approved appointment and remuneration of a Managing Director in place of Mr. Parasmal Kanugo (DIN 00920021), who retires by rotation and is being eligible for re-election.	70492619	100%	2000	0%	Nil
3. Ordinary Resolution Approved ratification of Auditors and fix their remuneration.	58939619	100%	0	0%	Nil
4. Special Business To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made there under, including any statutory modification thereof, or any other law and subject to approval of shareholders,	70492099	99.99%	2520	0.01%	Nil

<p>consent of the board be and is hereby accorded for the alteration in the remuneration structure of Mr. Parasmal Kanugo (DIN-00920021), Managing Director of the Company with immediate effect as under :</p> <p>1) Salary :- 50,000/- 2) Perquisite :- 0.00/-, 3) Allowances :- 0.00/-</p> <p>RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such actions, and do all such things as may be necessary or desirable to give effect to this resolution."</p>					
<p>5. Special Business</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Divyesh Vagadiya & Associates, Cost Accountants (Firm Registration No.102628) appointed as the Cost Auditors of the Company for conducting audit of the cost records for the financial year ending 31st March, 2018, be paid remuneration not</p>	70492099	99.99%	2000	0.01%	Nil

exceeding Rs.33,500 (Rupees Thirty Three Thousand Five Hundred only) excluding service tax and reimbursement of out of pocket expenses (Subject to Max. 10% of fees, if any, incurred in connection with the audit).

RESOLVED FURTHER THAT the Managing Director and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

For, Malay Shah & Associates
Practising Company Secretary

Malay Shah
Proprietor
Mem. 28281
C.P. 12820

30th September, 2017 at Vadodara

