

NEPA LIMITED

(A Govt. of India Undertaking)

Registered Office -

NEPANAGAR (M.P.)-450 221

Phone : 91-7325-222134

Fax : 91-7325-222174

Website : www.nepamills.co.in

CIN:U21012MP1947GOI 000636



नेपा लिमिटेड

(भारत सरकार का उपक्रम)

पंजीकृत कार्यालय

नेपानगर (म.प्र.) - ४५०२२१

फोन नं. ९१-७३२५-२२२१३४

फैक्स : ९१-७३२५-२२२१७४

To,
The Members,
NEPA Limited
Nepa Nagar (M.P.)

Date: 29.09.2017

Sub: Declaration of the Results of the Remote E-voting and Poll at the 70th Annual General Meeting of the Company held on 26th September, 2017.

Dear Members,

The 70th Annual General Meeting (AGM) of **Nepa Limited** (CIN:U21012MP1947GOI000636) ("Company") was held on Tuesday, 26th September, 2017 at 4.00 p.m. at Nepa Auditorium, Nepanagar, Dist. Burhanpur, Madhya Pradesh - 450 221.

As per the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, Company provided the facility of remote e-voting to its members through National Securities Depository Limited (NSDL) to enable them to cast their votes electronically on the resolutions set forth in the Notice convening the AGM. In line with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the members or their proxies present at the AGM, who had not, casted their votes by remote e-voting were offered facility for voting through ballot paper.

The remote e-voting period commenced on Saturday, 23rd September, 2017 (at 9.00 A.M.) and ended on Monday, 25th September, 2017 (at 5.00 P.M.).

The Board of Directors of the Company had appointed Mr. Dinesh Kumar Gupta, Practicing Company Secretary, Indore (M.P.) as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through ballot paper at the AGM in a fair and transparent manner and ascertaining the results thereof. The Scrutinizer has carried out the scrutiny of all the electronic votes cast up to 5:00 P.M. Monday, 25th September, 2017, unblocked the electronic votes after the counting of votes cast through ballot paper at the AGM and submitted the Consolidated Report on 29th September, 2017.

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Based on the Consolidated Scrutinizer's Report dated 29th September, 2017, the combined results of the votes cast are as under:

Sr. No.	Brief Descriptions of Resolutions	Votes in favor of the resolution	Votes against the resolution	Passed as
1.	To receive, consider and adopt the audited Financial Statement for the year ended 31 st March, 2017, the Balance Sheet as on that date and the Report of Directors and Statutory Auditors and the Comments of the Comptroller and Auditor-General of India, thereon.	52,40,16,084	Nil	Ordinary Resolution
2.	To appoint a Director in place of Sh. Arvind Kumar (DIN 06956955), who retires by rotation and being eligible, offers himself for re-appointment	52,40,16,084	Nil	Ordinary Resolution
3.	To Fix the remuneration of M/s Khandelwal Kakani & Company, Indore, Chartered Accountants, as Statutory Auditors for FY 2017-18	52,40,16,084	Nil	Ordinary Resolution

Accordingly, all the Resolutions in respect of the items of the business mentioned above are declared as passed with requisite majority by the members of the Company. Further, the Scrutinizer's Report dated 29th September, 2017 is attached herewith.

For Nepa Limited

Cmdr A. N. Sonsale

Chairman cum Managing Director

DIN: 07383997

29.09.2017

Place: Nepanagar

Phones :

Delhi : 91-11-24622751/24615894

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Dinesh Kumar Gupta

Practicing Company Secretary

Dinesh Kumar Gupta

B.COM., LL.B. (Hons.), FCS



104, Sham Tower, 1st Floor,

Near Hotel President,

164/2, R.N.T. Marg, Indore (M. P.) 452 001

Phone : 0731 - 2526208 Cell : 09425059136

email : csdineshgupta@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman cum Managing Director
Nepa Limited
(CIN: U21012MP1947GOI000636)
Nepanagar
Dist. Burhanpur,
Madhya Pradesh - 450221

Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agenda items set out in the Notice of 70th Annual General Meeting held on 26th September, 2017.

Dear Sir,

I, Dinesh Kumar Gupta, Practicing Company Secretary, 104, Sham Tower, R.N.T. Marg, Indore (M.P.), have been appointed as scrutinizer by the Board of Directors of Nepa Limited (CIN: U21012MP1947GOI000636) ("the Company") for the purpose of scrutinizing the remote e-voting process and by the Chairman of the Annual General Meeting (AGM) on poll process in a fair and transparent manner and ascertaining the requisite majority as per the provisions of sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice of the 70th Annual General Meeting of the equity shareholders of the Company held on 26th September, 2016 at 04.00 p.m. at Nepa Auditorium, Nepanagar, Dist. Burhanpur, Madhya Pradesh - 450221.

1. The Notice dated 06th September, 2017 was sent to the Shareholders in respect of the resolutions passed at the AGM of the Company.
2. The Company had taken the services of National Depository Services Limited (NSDL) as the authorized agency to provide secured system for remote e-voting process.
3. The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and Rules relating to voting process both through electronic means and by poll process on the resolutions contained in the notice of 70th Annual General Meeting of the Company. My responsibility as a scrutinizer is



restricted to make a Scrutinizer's Report for the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated through e-voting systems provided by NSDL and polling papers received from the members at the AGM.

4. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolution was 19th September, 2017.
5. I, further report that, I have received all the votes cast by e-voting through NSDL from the shareholders during the period [opening from Saturday, 23rd September, 2017 (at 9.00 A.M.) upto Monday, 25th September, 2017 (at 5.00 P.M.)]. All the votes cast by e-voting through NSDL received up to 5:00 P.M. Monday, 25th September, 2017, being the last date fixed by the Company for receipt of the e-votes, were considered for the purpose of Scrutiny by me.
6. Further, the Company Secretary of the company on behalf of the Chairman announced the poll at the Annual General Meeting for the Shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.
7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After the conclusion of the voting at the AGM, the votes cast through remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Sourabh Vishnoi and Miss. Raina Goyal who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in the presence.

Based on the reports generated from the NSDL e-voting website and the voting through polling paper at the AGM, the consolidated report on the voting on each resolution is as under:

Resolution Number	1
Nature of Resolution	Ordinary Resolution
Subject Matter	To receive, consider and adopt the audited Financial Statement for the year ended 31 st March, 2017, the Balance Sheet as on that date and the reports of Directors and Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.



