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Report of Scrutinizer on E-Voting Process

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

7th August, 2014

To

The Chairman

Mr. Ness N. Wadia

National Peroxide Limited

Neville House, JN Heredia Marg,

Ballard Estate, Mumbai – 400001

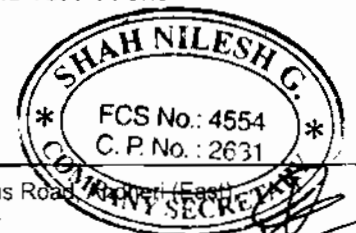
Sir,

SUB: Scrutinizer's Report on E-Voting Process conducted Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 60th Annual General Meeting

The Board of Directors of National Peroxide Limited ('the Company') have vide resolution passed on 29th May, 2014, decided to provide to the members of the Company, a facility to exercise their right to vote by way of Electronic means, on the resolutions as set out in the notice of 60th Annual General Meeting of the Company to be held on **11th August, 2014**, as required under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Nilesh G. Shah, Company Secretary in Practice having membership no. FCS 4554, have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 29th May, 2014 as required under section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the notice convening the 60th Annual General Meeting of the Company to be held on 11th August, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the 60th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions



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Company Secretaries

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stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 29th May, 2014 convening the 60th Annual General Meeting of the Company to be held on 11th August, 2014 along with the statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares on the record date of 28th July, 2014 were entitled to vote on the resolutions proposed as set out in the notice of 60th Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Monday, 04th August, 2014 (9.00 a.m.) to Wednesday, 06th August, 2014 (6.00 p.m.).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses (Mr. Mahesh Darji – Qualified Company Secretary and Ms. Hetal Shah – Qualified Company Secretary) who are not in the employment of the Company.
3. The details containing list of shareholders who vote 'for' or 'against' each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.co.in)
4. We have scrutinized the votes cast through electronic means for the purpose of this report.
5. The particulars of all the electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the voting is as per annexure attached herewith.
7. The Register and all relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.



NILESH G. SHAH B Com. LLB (G), F.C.S.

Company Secretaries

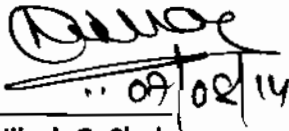
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Recommendation:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,


.. 07/08/14

Nilesh G. Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631

Place: Mumbai

Date: 7th August, 2014

