



To,

10/01/2016

Shri Sanjaykumar Brahmhatt
Chairman
Well Pack Papers & Containers Limited
Deshana Chambers, Ushmanpura
Ashram Road
Ahmedabad 380014

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot pursuant to Section 108 and 110 of
Companies Act, 2013 read with Rule 20 and 22 of Companies
(Management and Administration) Rules, 2014

1. Pursuant to the resolution passed by the Board of Directors of Well Pack Papers & Containers Limited (hereinafter referred to as "Company") on 21/11/2015, I have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the special resolutions as circulated in the postal ballot notice dated 21/11/2015.
2. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, listed companies listed on National Stock Exchange of India Limited (NSE) & BSE Ltd (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at the general meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI e-voting which has been made applicable, the company was required to provide for the same.
3. Since the Company had not made arrangements with the system provider CDSL/NSDL Depository for providing a system of recording votes of the





- shareholders electronically through e-voting, necessary intimation in this regard has been mentioned at sr no 4 (four) in the Postal Ballot Notice dated 21/11/2015 sent to the shareholders by M/s Prograssive Courier.
4. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 21/11/2015, for passing Special resolutions to dispose off whole of the undertaking of the Company.
 5. I report that the Postal Notice dated 21/11/2015 under section 110 of the Companies Act, 2013 read with the Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March, 27, 2014 were dispatched to all the shareholders by M/s Progressive Courier aggregating to 10,840 numbers along with the Self-Addressed prepaid Business Reply Envelope on or before 09/01/2016. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to E-voting and Postal Ballot on the resolutions contained in the Notice.
 6. As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the company on 11/12/2015 in Free Press Gujarat, an English Newspaper and in Lokmitra a Gujarati language newspaper, informing about the completion about the dispatch of the postal ballot Notices, by courier, to the shareholders along with other related matters mentioned therein.
 7. I report that I have received the Postal Ballot Forms from the shareholders during the period starting from 11/12/2015 till 09/01/2016. All the Postal Ballot forms received up to 5.30 P.M. being the last date fixed by the Company for Receipt of the ballot forms, were considered for my scrutiny.
 8. No Envelopes containing Postal Ballot forms which were returned undelivered.



9. The Postal Ballot forms received at the Companies address in the name of the Scrutinizer were opened and then taken up for the Scrutiny by me. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Form.
10. Since e-voting facility was not provided, the details of the voting exercised by the shareholders through Postal Ballots, which were duly scrutinized and processed, were duly compiled by me. The compilation of the register, in respect of Postal Ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by me, which have been duly scrutinized.
11. On scrutiny, I report that out of 10,840 shareholders, (none of the shareholder have exercised their votes through e-voting as e voting facility was not provided) 92 shareholders have exercised their votes through Postal Ballot Forms, as received. The Details of Polling Results for the item placed for consideration by the Members are given below:

Item No 1.

Total No. of Shareholders	10,840		
Total No. of Shares	8,17,28,850		
Receipt of postal Ballot Forms	92		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	0	0
Total Votes cast through Postal Ballot forms	B	92	2,59,19,078



received			
Grand Total of e-voting/Postal Ballot Form (A+B)	C	92	2,59,19,078
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	1	600
Net e-voting/Postal Ballot Forms(C-D)*(iii)	E	91	2,59,18,478

NOTES:

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- There is no case where the shareholder has voted both through Postal Ballot and through e-voting.
- SUMMARY OF POSTAL BALLOT

Promoter	No. of shares	No. of votes	% of votes	No. of votes in	No. of Votes	% of votes in favour	% of votes	% of





Public	held(1)	polled(2)	polled on outstand ing shares(3))=[(2)/(1)]*100	Favour(4)	again st(5)	on votes polled(6)=[(4)/(2)]*10 0	against on votes polled(7)=[(5)/(2)]*100
Promot er and Promot er group	1,04,79,6 97	0	0	0	0	0	0
Public institut ional holder	0	0	0	0	0	0	0
Public others	7,12,48,5 53	2,59,19,07 8	36.37	2,59,17,1 78	1,300	99.99	0.01
Total	8,17,28,2 50	2,59,19,07 8	31.37	2,59,17,1 78	1,300	99.99	0.01

NOTE:

Promoters' shareholding is taken as per letter dated 09/01/2016 issued by the Company.

RESULT:

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the notice of postal ballot dated 21/11/2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the result.





12. I further report that as per the Postal Ballot Notice dated 21/11/2015 and the Board Resolution dated 21/11/2015, the Chairman as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by 11/01/2016, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchange(s).
13. I further report that the Company has duly complied with the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014. I further report that as per the said rules, the records maintained by me as also a register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, Folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the authorized director of the Company after the Chairman approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,

Pinakin Shah

Practising Company Secretary

FCS 2562

Scrutinizer

