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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

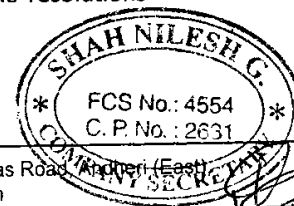
Sir,

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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Tel.: 2836 3419 Email: ngshah.cs@gmail.com

07/08/14

Company Secretaries

Ref.: _____

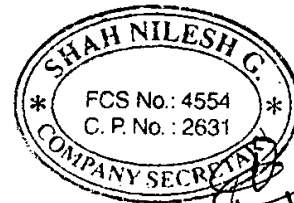
stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

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

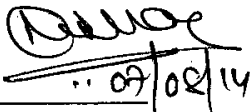
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Recommendation:

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.

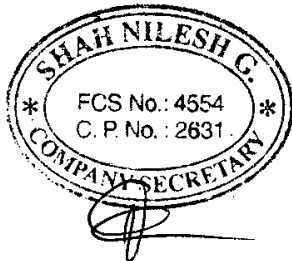
Thanking you,

Yours truly,


.. 07/08/14

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

Place: Mumbai
Date: 7th August, 2014



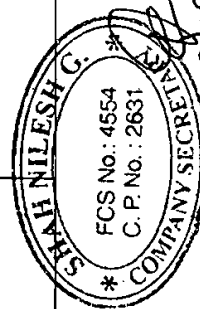
211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
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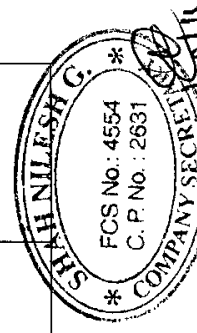
Annexure to the Scrutinizer's Report

Result of Voting Through Electronic Means:

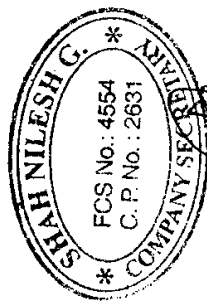
Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes				Invalid Votes		
				Voting in Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	No. of Votes Cast	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting			No. of Votes Cast
1	1	Adoption of Audited Balance Sheet as at 31st March, 2014 & the Statement of Profit & Loss for the year ended on that date & the Reports of the Directors & Auditors thereon	Ordinary	16	2611195	99.99%	1	200	0	0
2	2	Declaration of Dividend for the financial year ended 31st March, 2014	Ordinary	15	2610995	99.99%	1	200	0	0
3	3	Appointment of Mr. Ness Wadia, who retires by rotation & being eligible, offers himself for re-appointment	Ordinary	15	2610720	99.97%	2	675	0	0



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Cast
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
4	4	Appointment of M/s. S.B. Billimoria & Co., Chartered Accountants, as Statutory Auditors of the Company	Ordinary	15	2610995	99.98%	2	400	0.02%	0	0
5	5	Approval of the Remuneration of Cost Auditors, M/s. N. I. Mehta and Co.	Ordinary	15	2610995	99.98%	2	400	0.02%	0	0
6	6	Appointment of Mr. Rajesh Batra as Independent Director of the Company	Ordinary	14	2610520	99.97%	2	675	0.03%	0	0
7	7	Appointment of Mr. Nityanath Ghanekar as Independent Director of the Company	Ordinary	14	2610520	99.97%	3	875	0.03%	0	0
8	8	Appointment of Mr. S. Ragothaman as Independent Director of the Company	Ordinary	13	2610470	99.96%	4	925	0.04%	0	0



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes				Invalid Votes		
				Voting in Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	No. of Votes Cast	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting			No. of Votes Cast
9	9	Resolution under Sections 197 and 198 of the Companies Act, 2013 for payment of remuneration to Non-Executive Directors of the Company i.e. directors other than the Managing Director and/or the Whole-time Director.	Special	14	2610520	99.97%	3	875	0	0

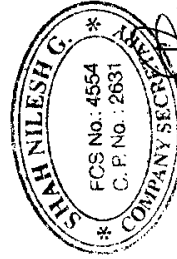


09/08/14

NATIONAL PEROXIDE LIMITED
Register of E-Voting

Nominal / Face Value per Share: Rs. 10/-
Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	FOLIO NO./ DP ID/ CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE			RESOLUTION NO. 2 OF NOTICE			RESOLUTION NO. 3 OF NOTICE			RESOLUTION NO. 4 OF NOTICE			RESOLUTION NO. 5 OF NOTICE		
				FOR	AGAINST	INVALID	FOR	AGAINST	INVALID	FOR	AGAINST	INVALID	FOR	AGAINST	INVALID	FOR	AGAINST	INVALID
1	1201130000138447	BHUPENDRA CHAMPAKAL GANDHI	200	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
2	1203960000001764	LALIT KUMAR LAKHOTIA (HUF)	200	0	0	0	200	0	0	0	0	0	0	0	0	0	0	
3	1203960000001954	USHA LAKHOTIA	475	0	0	0	475	0	0	0	0	0	0	0	0	0	0	
4	1304140001371648	VKAS MANHARLAL MALJUMDAR	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
5	IN30001110407946	MACROFIL INVESTMENTS LIMITED	1908668	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
6	IN30021410062571	ARCHWAY INVESTMENT COMPANY LTD	285000	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
7	IN30021410304071	NOMPROSEE WADIA AND SONS LIMITED	220825	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
8	IN30021415538420	SUNFLOWER INVESTMENTS AND TEXTILES	8500	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
9	IN30075710709862	SAROJ JAIRAJ BHAM	150	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
10	IN3007571194295	DHIRENDRA JAIRAJAS PALEJA	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
11	IN30083911076683	PRASNA DHIRENDRA PALEJA	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
12	IN30088814781387	VARNILAM INVESTMENTS and TRADING CO	16750	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
13	IN30112718419482	DINA NEVILLE WADIA	5250	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
14	IN30133017097853	NUSLI NEVILLE WADIA	6325	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
15	IN30133017730984	BEN NEVIS INVESTMENTS LTD	51500	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
16	IN30257932324012	ABDUL SATHAR MOHAMED KUNHI	50	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
17	IN30292710062866	N W Exports Limited	107300	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
		Total	2611195	200	0	0	2610995	200	0	0	675	0	0	2610720	675	0	2610995	400



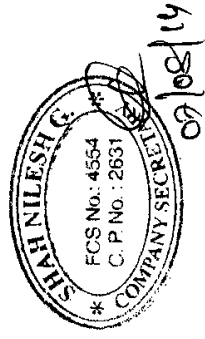
NATIONAL PEROXIDE LIMITED

Register of E-Voting

Nominal / Face Value per Share: Rs. 10/-

Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	FOLIO NO./DP ID/ CLIENT ID	NAME OF THE SHAREHOLDER	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 6 OF NOTICE			RESOLUTION NO. 7 OF NOTICE			RESOLUTION NO. 8 OF NOTICE			RESOLUTION NO. 9 OF NOTICE			
				FOR	AGAINST	INVAID	FOR	AGAINST	INVAID	FOR	AGAINST	INVAID	FOR	AGAINST	INVAID	
1	1201133000138447	BHUPENDRA CHAMPKAL GANDHI	200	0	0	0	0	200	0	0	0	0	0	200	0	0
2	1203960000001764	LALIT KUMAR LAKHOTIA (HUF)	200	0	200	0	200	0	0	0	0	0	0	200	0	0
3	1203960000001954	USHA LAKHOTIA	475	0	475	0	475	0	0	0	0	0	0	475	0	0
4	13041400011371848	VIKAS MANHARLAL MAJUMBAR	2	2	0	0	2	0	0	0	0	0	0	2	0	0
5	IN30001110407946	MACROFIL INVESTMENTS LIMITED	1908668	1908668	0	0	1908668	0	0	0	0	0	0	1908668	0	0
6	IN30021410062571	ARCHWAY INVESTMENT COMPANY LTD	285000	285000	0	0	285000	0	0	0	0	0	0	285000	0	0
7	IN30021410340471	NOVROSJEE WADIA AND SONS LIMITED	220825	220825	0	0	220825	0	0	0	0	0	0	220825	0	0
8	IN30021415538420	SUNFLOWER INVESTMENTS AND TEXTILES	8500	8500	0	0	8500	0	0	0	0	0	0	8500	0	0
9	IN30075710708862	SAROJ JARAJ BHAM	150	150	0	0	150	0	0	0	0	0	0	150	0	0
10	IN30075711194265	DHIRENDRA JANNADAS PALEJIA	100	100	0	0	100	0	0	0	0	0	0	100	0	0
11	IN30082911078653	PRAGNA DHIRENDRA PALEJIA	100	100	0	0	100	0	0	0	0	0	0	100	0	0
12	IN30088814781387	VARNILAM INVESTMENTS and TRADING CC	16750	16750	0	0	16750	0	0	0	0	0	0	16750	0	0
13	IN30112716419482	DINA NEVILLE WADIA	5250	5250	0	0	5250	0	0	0	0	0	0	5250	0	0
14	IN30133017097853	NUSLI NEVILLE WADIA	6325	6325	0	0	6325	0	0	0	0	0	0	6325	0	0
15	IN30133017730984	BEN NEVIS INVESTMENTS LTD	51500	51500	0	0	51500	0	0	0	0	0	0	51500	0	0
16	IN30267932324012	ABDUL SATHAR MOHAMMED KUNHI	50	50	0	0	50	0	0	0	0	0	0	50	0	0
17	IN30292710088266	N W Exports Limited	107300	107300	0	0	107300	0	0	0	0	0	0	107300	0	0
		Total	2611395	2610520	675	0	2610520	875	0	0	0	0	0	2610470	925	0



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

Company Secretaries

Ref: _____

Form No. MGT 13
Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

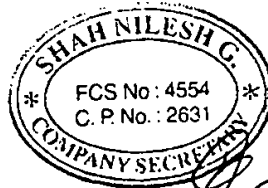
11th August, 2014

To
The Chairman
Mr. Ness N. Wadia
National Peroxide Limited
Neville House, JN Heredia Marg,
Ballard Estate, Mumbai - 400001.

Dear Sir,

I, Nilesh G. Shah, Practising Company Secretary (Membership No. FCS 4554) was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions as per the Annexure attached, at the 60th Annual General Meeting of the Equity Shareholders of **National Peroxide Limited** held on 11th August, 2014 at 3.30 p.m. at Sunville Banquet & Conference Rooms, 9, Dr. Annie Besant Road, Near Worli Flyover, Worli, Mumbai - 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Ms. Shraddha Bhatt and Mr. Deep Shah, both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as per annexure attached herewith.



211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
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Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH G. SHAH

B. Com. U.B (G), F.C.S.

Company Secretaries

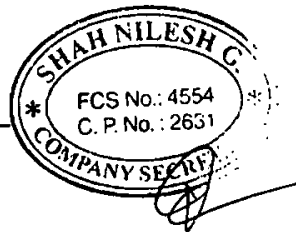
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5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company for keeping under safe custody.

Thanking You,

Yours Faithfully,

[Handwritten Signature]
12/08/14



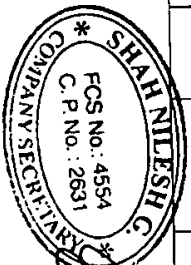
Nilesh G. Shah
Company Secretary in Practice
(Scrutinizer)
Place: Mumbai
Date: 12.08.2014

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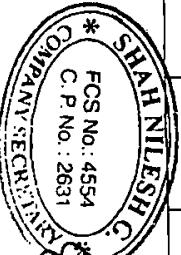
Annexure to Scrutinizer's Report
Result of Poll Conducted at the 60th Annual General Meeting of
National Peroxide Limited held on 11th August, 2014

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes				Invalid Votes			
				Voting In Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	No. of Votes Cast		
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
1	1	Adoption of Audited Balance Sheet as at 31st March, 2014 & the Statement of Profit & Loss for the year ended on that date & the Reports of the Directors & Auditors thereon	Ordinary	31	4096	99.98	0	0	0	1	1
2	2	Declaration of Dividend for the financial year ended 31st March, 2014	Ordinary	31	4096	99.98	0	0	0	1	1
3	3	Appointment of Mr. Ness Wadia, who retires by rotation & being eligible, offers himself for re-appointment	Ordinary	31	4096	99.98	0	0	0	1	1



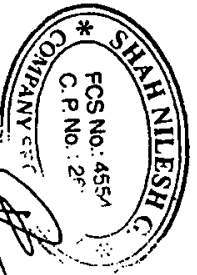
27/08/14

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes				Invalid Votes			
				Voting in Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	No. of Votes Cast		
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
4	4	Appointment of M/s. S.B. Billimoria & Co., Chartered Accountants, as Statutory Auditors of the Company	Ordinary	31	4096	99.98	0	0	0	1	1
5	5	Approval of the Remuneration of Cost Auditors, M/s. N. I. Mehta and Co.	Ordinary	31	4096	99.98	0	0	0	1	1
6	6	Appointment of Mr. Rajesh Batra as Independent Director of the Company	Ordinary	31	4096	99.98	0	0	0	1	1
7	7	Appointment of Mr. Nityanath Ghanekar as Independent Director of the Company	Ordinary	31	4096	99.98	0	0	0	1	1
8	8	Appointment of Mr. S. Ragothaman as Independent Director of the Company	Ordinary	31	4096	99.98	0	0	0	1	1



21/08/19

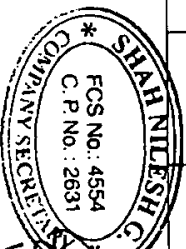
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				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	No. of Members Voting
9	9	Resolution under Sections 197 and 198 of the Companies Act, 2013 for payment of remuneration to Non-Executive Directors of the Company i.e. directors other than the Managing Director and/or the Whole-time Director.	Special	31	4096	99.98	0	0	1



[Handwritten Signature]
2/08/14

**Result of Consolidated Poll Conducted at the 60th Annual General Meeting of
National Peroxide Limited (Including eVoting and Poll at AGM)**

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes				Invalid Votes			
				Voting In Favour (Assent)		Voted Against (Dissent)		No. of Members Voting	No. of Votes Cast		
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes		
1	1	Adoption of Audited Balance Sheet as at 31st March, 2014 & the Statement of Profit & Loss for the year ended on that date & the Reports of the Directors & Auditors thereon	Ordinary	47	2615291	99.99	1	200	0.01	1	1
2	2	Declaration of Dividend for the financial year ended 31st March, 2014	Ordinary	46	2615091	99.99	1	200	0.01	1	1
3	3	Appointment of Mr. Ness Wadia, who retires by rotation & being eligible, offers himself for re-appointment	Ordinary	46	2614816	99.97	2	675	0.03%	1	1



9/08/14

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes			Invalid Votes				
				Voting In Favour (Assent)			Voted Against (Dissent)		No. of Members Voting	No. of Votes Cast	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast			
4	4	Appointment of M/s. S.B. Billimoria & Co., Chartered Accountants, as Statutory Auditors of the Company	Ordinary	46	2615091	99.98	2	400	0.02%	1	1
5	5	Approval of the Remuneration of Cost Auditors, M/s. N. L. Mehta and Co.	Ordinary	46	2615091	99.98	2	400	0.02%	1	1
6	6	Appointment of Mr. Rajesh Batra as Independent Director of the Company	Ordinary	45	2614616	99.97	2	675	0.03%	1	1
7	7	Appointment of Mr. Nityanath Ghanekar as Independent Director of the Company	Ordinary	45	2614616	99.97	3	875	0.03%	1	1
8	8	Appointment of Mr. S. Ragothaman as Independent Director of the Company	Ordinary	44	2614566	99.96	4	925	0.04%	1	1



19/02/14

Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes			Voted Against (Dissent)		Invalid Votes		
				Voting in Favour (Assent)		No. of Members Voting	No. of Votes Cast		No. of Members Voting	No. of Votes Cast	
			No. of Members Voting	% of valid votes	No. of Votes Cast		% of valid votes	No. of Members Voting			No. of Votes Cast
9	9	Resolution under Sections 197 and 198 of the Companies Act, 2013 for payment of remuneration to Non-Executive Directors of the Company i.e. directors other than the Managing Director and/or the Whole-time Director.	Special	45	99.97	2614616	0.03%	3	875	1	1



21/08/14