

S. K. GUPTA
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S.K. Gupta & Co.
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CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING PROCESS AT THE ANNUAL GENERAL MEETING

To,

The Chairman of the Fortieth Annual General Meeting of the Shareholders of **U.P. Stock And Capital Limited** held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Monday, the 28th September, 2020 at 11.00 A.M. at the deemed venue at the Registered office of the Company at 'Padam Towers', 14/113, Civil Lines, Kanpur - 208001 (Uttar Pradesh).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **U.P. Stock And Capital Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting as well as the e-voting by Members during the Fortieth Annual General Meeting ("AGM") of the Company held on Monday, the 28th September, 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Combined Scrutinizer's Report on remote e-voting and e-voting process at the Annual General Meeting on the resolutions proposed at the Annual General Meeting of the Company based on the reports generated from the electronic voting system.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the Rules made thereunder and the Ministry of Corporate Affairs ('MCA') Circulars relating to remote e-voting and e-

voting process at the Annual General Meeting on the resolutions contained in the Notice of the Fortieth Annual General Meeting of the Members of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Annual General Meeting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of the Fortieth Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Securities Limited ("CDSL"), the Authorized Agency engaged by the Company to provide remote e-voting facility and e-voting process at the AGM and attendant papers / documents furnished to me electronically by the Company and / or Skyline Financial Services Private Limited ("RTA") for my verification.

4. Dispatch of Notice convening the AGM

- (i) In accordance with General Circulars No. 14 / 2020, 17 / 2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars"), the public notice by way of advertisement was published on 29th August, 2020 in Hindustan Times (English) and in Aaj (Hindi), Kanpur edition giving intimation to its Members that the copy of Notice of the AGM along with the Annual Report of the Company for the Financial year 2019-2020 will be sent only through electronic mode to all the Members of the Company who have registered their e-mail

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IDs with the Depository Participants / Registrar and Transfer Agents ("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company.

- (ii) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014, public notice by way of advertisement was published on 12th September, 2020 in Hindustan Times (English) and in Aaj (Hindi), Kanpur edition inter-alia, specifying the date and time of the Annual General Meeting and manner of voting through remote e-voting and e-voting at the AGM.
- (iii) The Company hosted the Notice of AGM on the website www.upsecindia.com and the website of CDSL, the Agency providing the platform for remote e-voting and e-voting during the AGM.
- (iv) The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Skyline Financial Services Private Limited, the Register and Share Transfer Agents ('RTA') of the Company and the Depositories viz; National Securities Depository Limited ('NSDL') and Central Depository (India) Limited ('CDSL') respectively, the Company had completed the dispatch of Notice of AGM and Annual Report for the Financial year 2019-2020 on 5th September, 2020 by e-mail to 273 members who had registered their e-mail IDs with the Company / Depositories.

5. Cut-off Date

Voting rights were reckoned as on Monday, 21st September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

6. Remote E-voting process

(i) Agency for e-voting

The Company has appointed Central Depository Securities Limited ('CDSL') as the agency for providing the platform for remote e-voting and e-voting during the AGM.

(ii) Remote e-voting period

Remote e-voting platform was open from 09.00 A.M. (IST) on Friday, 25th September, 2020 till 05.00 P.M. (IST) on Sunday, 27th September, 2020 and members were required to cast their votes electronically conveying their "assent" or "dissent" in respect of the resolutions on the remote e-voting platform provided by 'CDSL'.

7. Voting at the AGM

- (i) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again during the

General Meeting, the Scrutinizer shall have access after closure of the period of remote e-voting and before the start of the Annual General Meeting, to only such details relating to members who have cast their votes through remote e-voting, such as, their names, DP IDs and Client IDs / Folios, Number of shares held but not the manner in which they have voted.

- (ii) Accordingly, CDSL, the remote e-voting agency provided us with the names, DP IDs and Client IDs / Folios and shareholding of the Members who had cast their votes through remote e-voting.

8. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM on the CDSL e-voting platform in the presence of two witnesses, Ms. Divya Saxena and Ms. Kamini Gupta, who were not in the employment of the Company and downloaded the results.

9. Results

- (i) We observed that:

(a)	27 Members had cast their votes through remote e-voting.
(b)	No Member cast vote through e-voting during the AGM.

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- (ii) Consolidated results with respect to each item on the Agenda as set out in the Notice of the AGM dated 28th August, 2020 and the votes cast by the Shareholders through remote e-voting and e-voting at the AGM are as under:-

ITEM NO. 1(a)

Ordinary Resolution to consider and adopt the Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	27	239	0	0	27	239	100
Dissent	0	0	0	0	0	0	Nil
Total	27	239	0	0	27	239	100

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 1 (a) of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 1(b)

Ordinary Resolution for consideration and adoption of Audited Financial Statements (Consolidated) of the Company for the Financial Year ended 31st March, 2020 together with the Report of the Auditors thereon

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	27	239	0	0	27	239	100
Dissent	0	0	0	0	0	0	Nil
Total	27	239	0	0	27	239	100

Result: The Ordinary Resolution in respect of Item No. 1(b) of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 2

Ordinary Resolution for declaration of Dividend on Equity Shares for the Financial year ended 31st March, 2020

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	27	239	0	0	27	239	100
Dissent	0	0	0	0	0	0	Nil
Total	27	239	0	0	27	239	100

Result: The Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 3

Ordinary Resolution for approval of appointment of a Director in place of Shri Ghanshyam Dwivedi (DIN: 02147184), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	27	239	0	0	27	239	100
Dissent	0	0	0	0	0	0	Nil
Total	27	239	0	0	27	239	100

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed unanimously.

ITEM NO. 4

Ordinary Resolution for approval of appointment of a Director in place of Shri Atul Kanodia (DIN: 01680557), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment

Particulars	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	

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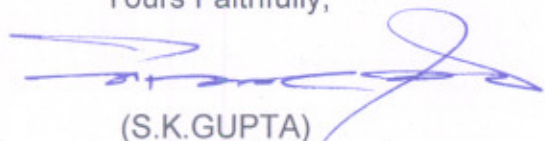
Assent	27	239	0	0	27	239	100
Dissent	0	0	0	0	0	0	Nil
Total	27	239	0	0	27	239	100

Result: Based on the aforesaid result, we report that the Ordinary Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed unanimously.

(iii) The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results at the Company's website and on the website of "CDSL", the agency for providing the platform for remote e-voting and e-voting during the AGM.

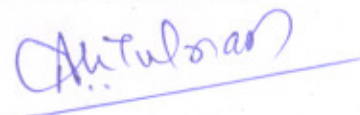
(iv) The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,
Yours Faithfully,



(S.K.GUPTA)
Practising Company Secretary
F.C.S -2589
C.P - 1920
UDIN:F002589B000793940

Countersigned by



(ANIL TULSIAN)
Chairman of the Meeting

Place: Kanpur
Date: 28th September, 2020