

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL**

To,  
The Chairman,  
25<sup>th</sup> Annual General Meeting of  
Swastika Investmart Limited,  
Registered office: 305, Madhuban Building, Cochin Street,  
S.B.S. Road, Fort Mumbai, Mumbai City (M.H.)-400001

Dear Sir,

**SUB: Consolidated Scrutinizer's Report on Remote E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration)Rules, 2014 as amended by Companies(Management and Administration)Rules, 2015 and Poll conducted at 25<sup>th</sup> Annual General Meeting of SWASTIKA INVESTMART LIMITED held on Tuesday, 19<sup>th</sup> September, 2017 at 2.00 P.M.**

1. I, L. N Joshi, Practicing Company Secretary, has been appointed as a Scrutinizer by-

- (i) The Board of Directors of Swastika Investmart Limited in their meeting held on 1<sup>st</sup> August, 2017 for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions transacted at the 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Tuesday, 19<sup>th</sup> September, 2017.
- (ii) The Chairman of the 25<sup>th</sup> Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the AGM of the members of the Company held on Tuesday, 19<sup>th</sup> September, 2017.

2. The Notice dated 1<sup>st</sup> August, 2017 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

*Report of Scrutinizer on Remote E-Voting & Poll of Swastika Investmart Limited at 25<sup>th</sup> AGM*

### **3. Cut-off Date**

The voting rights were reckoned on Tuesday, 12<sup>th</sup> September 2017, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

### **4. Remote E-Voting**

#### **4.1 Agency:**

The Company had availed the E-voting facility offered by Central Depositories Services (India) Limited (CDSL) for conducting remote E-Voting by the shareholders.

#### **4.2 Remote E-Voting:**

Remote E-Voting platform remained open from Saturday, 16<sup>th</sup> September 2017 (9.00 A.M.) up to Monday, 18<sup>th</sup> September 2017 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-voting platform provided by CDSL.

### **5. Voting at AGM**

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly CDSL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, 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.

### **6. RESULTS**

6.1 I observed that

- a) 44 members had cast their votes through remote E-voting.
- b) 6 members had cast their votes through poll conducted at the meeting.

I have issued separate Scrutinizer's Report for the Remote E-voting and on the Poll for the resolutions contained in the Notice to the AGM. Copy of the same are enclosed with this



report. Further, I submit herewith my combined report on the results of Remote E-voting and Poll as under-

**Item No. 1-Ordinary Resolution**

**To Receive, Consider and Adopt:-**

a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with Report of Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	43	1985397	99.75%	1	4900	0.25%	1990297	0	0
<b>Total</b>	<b>49</b>	<b>1985403</b>	<b>99.75%</b>	<b>1</b>	<b>4900</b>	<b>0.25%</b>	<b>1990303</b>	<b>0</b>	<b>0</b>

**Item No. 2- Ordinary Resolution**

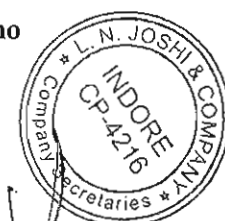
**Declare a dividend on equity shares of the Company for the year ended March 31, 2017**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	43	1985397	99.75%	1	4900	0.25%	1990297	0	0
<b>Total</b>	<b>49</b>	<b>1985403</b>	<b>99.75%</b>	<b>1</b>	<b>4900</b>	<b>0.25%</b>	<b>1990303</b>	<b>0</b>	<b>0</b>

**Item No. 3-Ordinary Resolution**

**Appoint a director in place of Mrs. Anita Nyati (DIN: 01454595), Whole Time Director, who retires by rotation and being eligible offers herself for re-appointment.**

*Report of Scrutinizer on Remote E-Voting & Poll of Swastika Investmart Limited at 25<sup>th</sup> AGM*



Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	42	1687397	99.71%	1	4900	0.29%	1692297	0	0
<b>Total</b>	<b>48</b>	<b>1687403</b>	<b>99.71%</b>	<b>1</b>	<b>4900</b>	<b>0.29%</b>	<b>1692303</b>	<b>0</b>	<b>0</b>

**Item No. 4- Ordinary Resolution**

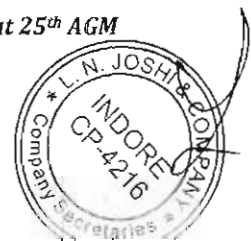
**Ratification of Appointment M/s R.S. Bansal & Company, Chartered Accountants as Statutory Auditors of the Company**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	43	1985397	99.75%	1	4900	0.25%	1990297	0	0
<b>Total</b>	<b>49</b>	<b>1985403</b>	<b>99.75%</b>	<b>1</b>	<b>4900</b>	<b>0.25%</b>	<b>1990303</b>	<b>0</b>	<b>0</b>

**Item No. 5- Ordinary Resolution**

**Approve the expenses for service of documents to member(s).**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	43	1985397	99.75%	1	4900	0.25%	1990297	0	0
<b>Total</b>	<b>49</b>	<b>1985403</b>	<b>99.75%</b>	<b>1</b>	<b>4900</b>	<b>0.25%</b>	<b>1990303</b>	<b>0</b>	<b>0</b>



**Item No. 6- Ordinary Resolution**

**Appointment of Shri Chandra Shekhar Bobra (DIN: 00209498) as an Independent Director.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	43	1985397	99.75%	1	4900	0.25%	1990297	0	0
<b>Total</b>	<b>49</b>	<b>1985403</b>	<b>99.75%</b>	<b>1</b>	<b>4900</b>	<b>0.25%</b>	<b>1990303</b>	<b>0</b>	<b>0</b>

**Item No. 7- Special Resolution**

**Appointment of Mr. Amit Ramesh Gupta (DIN: 07322170) as Director as well as Whole Time Director.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	43	1985397	99.75%	1	4900	0.25%	1990297	0	0
<b>Total</b>	<b>49</b>	<b>1985403</b>	<b>99.75%</b>	<b>1</b>	<b>4900</b>	<b>0.25%</b>	<b>1990303</b>	<b>0</b>	<b>0</b>

**Item No. 8- Special Resolution**

**Increase in remuneration of Shri Sunil Nyati (DIN: 00015963) Managing Director of the Company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote Evoting	37	441899	98.90%	1	4900	1.10%	446799	0	0
<b>Total</b>	<b>43</b>	<b>441905</b>	<b>98.90%</b>	<b>1</b>	<b>4900</b>	<b>1.10%</b>	<b>446805</b>	<b>0</b>	<b>0</b>



Item No. 9- Special Resolution

Increase in remuneration of Smt. Anita Nyati (DIN: 01454595) Whole Time Director of the Company.

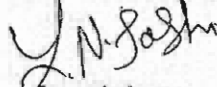
Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$\frac{4}{(3/8)} * 100$	5	6	$\frac{7}{(6/8)} * 100$	$8 = (3+6)$	9	10
Poll at AGM	6	6	100%	0	0	0	6	0	0
Remote E-voting	36	587499	99.17%	1	4900	0.83%	592399	0	0
Total	42	587505	99.17%	1	4900	0.83%	592405	0	0

Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

All relevant record of electronic voting and poll will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 25<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of 25<sup>th</sup> Annual General Meeting.

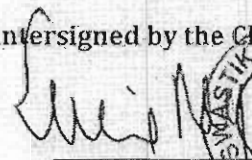
Thanking you,  
Yours Faithfully,

  
Scrutinizer

Name: L.N. Joshi  
Practicing Company Secretary  
FCS: 5201; CP: 4216  
Place: Indore  
Date: 21.09.2017



To be Countersigned by the Chairman

  
Sunil Nyati

