## POOJA GANDHI

Practicing Company Secretary Cp. No. 11351

## Scrutinizer's Report

[Combined Report of E-voting, voting by Post & Poll]

September 29, 2015

To,

The Chairman of the 26<sup>th</sup> Annual General Meeting (AGM),

M/s. South Asian Enterprises Limited,

Corp off: 2<sup>nd</sup> Floor, 13, Sant Nagar,

East of Kailash,

New Delhi-110 065

Dear Sir,

Scrutinizer's Report for combined result of poll conducted at the 26<sup>th</sup> AGM of South Asian Enterprises Limited held on Saturday, 26<sup>th</sup> day of September, 2015 at 12:30 p.m., electronic voting and voting by post on agenda items of said Annual General Meeting.

- I, Pooja Gandhi, Practicing Company Secretary, had been appointed as the Scrutinizer for conducting the scrutiny of voting by poll, post and the e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of Listing Agreement, by the Board of Directors of South Asian Enterprises Limited vide its resolution dated 10/08/2015.
- The Company had appointed National Securities Depositories Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the members of the Company from 9.00 A.M. on Monday, 21<sup>st</sup> September, 2015 till 5.00 p.m. on Friday, 25<sup>th</sup> September, 2015. Evoting was disabled by NSDL at 5.00 p.m. on 25<sup>th</sup> September, 2015.
- Voting rights was reckoned on the paid-up value of shares registered in the name of the member as on Friday, 18<sup>th</sup> September, 2015, the cut-off date for votes on the resolutions either by evoting, post or poll.
- 4. The e-voting results were received directly from NSDL on September 28, 2015 around 12:15 p.m. as I did not receive the password to unblock the said results from NSDL due to some technical issue. For further details kindly refer to Scrutinizer's Report (for e-voting) dated September 29, 2015.

- 5. As the Chairman of the 26<sup>th</sup> AGM of the Company held on Saturday, September 26, 2015 at 12:30 p.m. at Mikky House, K-Block, Kidwai Nagar, Kanpur (U.P.) 208011 you had consented to my appointment as the Scrutinizer for the Poll pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the resolutions contained in the Notice dated August 10, 2015. The poll was called for at the said AGM to facilitate members to cast their votes who could not participate in e-voting or voting by post. For further details please refer to Scrutinizer's Report for the poll in the form MGT-13 dated September 28, 2015.
- 6. The combined result of E-voting together with that of poll and voting by post is attached as an annexure to this report.
- 7. All the resolutions proposed in the agenda items of the 26<sup>th</sup> AGM stand passed in accordance with provisions of Companies Act, 2013 as per combined results.

I hereby confirm that I am maintaining the registers received from service provider both electronically and manually in respect of votes cast through e-voting, at poll and voting by post. I shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said AGM.

Thanking you,

Yours faithfully,

Pooja Gandhi C. P. No. 11351

Place: New Delhi

Date: September 29, 2015

SOUTH ASIAN ENTERPRISES LIMITED

The combined result of E-voting, voting by Post and Poll is as under:

| Numbers of votas cast by votes cast by vot | Resolution Numbers<br>(Item Nos.) | Particulars    | Total number of vote cast | Voted in Fa<br>Reso                  | Voted in Favour of the Resolution     | Voted in Against the Resolution      | t the Resolution                      | Invali                               | Invalid Votes                      |                        |
|--|-----------------------------------|----------------|---------------------------|--------------------------------------|---------------------------------------|--------------------------------------|---------------------------------------|--------------------------------------|------------------------------------|------------------------|
| Of many Resolution and Servicing in Servicing in Financial counts for the Poll in Financial counts for the Auditors in Voling by Desit of Shri Auriag (DDN: Poll in Foll in Foll in Financial counts for the Auditors in Voling by Desit in Financial counts for fix third in the Auditors in Fix Indial counts for fix third in Fix Indial counts for fix indial counts f                      |                                   |                |                           | Numbers of votes cast by the Members | % of total Number of Valid votes cast | Numbers of votes cast by the Members | % of total Number of Valid votes cast | Numbers of votes cast by the Members | % of total Number of invalid votes | Result                 |
| Control Evolting   Control Evo | Item :01                          |                |                           |                                      |                                       |                                      |                                       | and morning of                       | cast                               |                        |
| According to the polity   Po | Reso                              | E-Voting       |                           | 2387791                              |                                       | 0 0                                  |                                       | 0                                    |                                    | Passed as              |
| 2014-2015.   Total   2392027   0   0   0   0   0   0   0   0   0   | Finan<br>for                      | Poll           | 2382027                   | 4236                                 | 700.0000                              | 0                                    | 0.0000                                | 0                                    | 0.0000                             | Ordinary<br>Resolution |
| According   E-Voling   E-Voling | F. Y. 2014-2015.                  | Total          |                           | 2392027                              |                                       | 0                                    |                                       | 0                                    |                                    |                        |
| Point a Director in   Voling by post   2382027   0   99,9958   0   0,0042   0   0   0,0000   0   0   0   0   0   | Item :02                          |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| Decir   Anurag   Voting by post   2392027   Honor of Shri Anurag   Poli   Poli   2392027   Haid   Poli   2392027   Honor of Shri Anurag   Poli   Po | Ordinary Resolution               | E-Voting       |                           | 2387791                              |                                       | 0                                    |                                       | 0                                    |                                    |                        |
| agair, (DIN): polity         Polity         4136 (2391927)         100 (2391927)         100 (2391927)           | To appoint a Director in          | Voting by post | 2392027                   | 0                                    | 99.9958                               | 0                                    | 0 0042                                | 0                                    | 0 0000                             | Passed as              |
| 108) who retires   Total   2391927   100   0   | 5                                 | Poll           |                           | 4136                                 |                                       | 100                                  | 0.001                                 | 0                                    | 0.000                              | Resolution             |
| Tation and being let offices himself let offices himself ppointment.    33   | 00115108) who retires             | Total          |                           | 2391927                              |                                       | 100                                  |                                       | 0                                    |                                    |                        |
| Ppointment.   Point   Point  | eligible offers himself           |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| 133   153  | for reappointment.                |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| 133   2387791   2387791   2392027   2391519   2391519   2391627  |                                   |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| 33         E-Voting probit in the Auditors         E-Voting by post to fix their point         2387791         0   |                                   |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| ary Resolution         E-Voting by post to fix their Poll         2387791 (2392027)         0 99.9788         0 0 0.0212         0 0 0.0212         0 0 0.0000           sration.         Total         2392027         3728 (2392519)         508 (2392519)         508 (2392519)         0 0.0212         0 0.0000           44         2392027         2387791 (2392027)         0 99.9833         0 0 0.0167         0 0 0.0000           Neeraj Arora (07191167) as (2392027)         Poll (2392027)         2391627         99.9833         400 (0.0167)         0 0.0167         0 0.0000           r.         Total         2391627         400 (0.0167)         0 0.0000         0 0.0000   | Item :03                          |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| Nount the Auditors to fix their fix fix their fix the                      | Ordinary Resolution               | E-Voting       |                           | 2387791                              |                                       | 0                                    |                                       | 0                                    |                                    |                        |
| Poli   | ppoint the Auc                    | Voting by post | 2392027                   | 0                                    | 99.9788                               | 0                                    | 0.0212                                | 0                                    | 0 0000                             | Passed as              |
| Total   2391519   508   0  | ineration.                        | Poll           |                           | 3728                                 |                                       | 508                                  | 1                                     | 0                                    | 0.000                              | Resolution             |
| Ary Resolution     E-Voting Dr. Voting by post 07191167) as     2387791 0 99.9833     0 0.0167 0 0 0.0000       Neeraj Arora 07191167) as     Poll 2392027     3836 400 0 0.0167     0 0.0000       Total     2391627     400 0 0.0167     0 0.0000  |                                   | Total          |                           | 2391519                              |                                       | 508                                  |                                       | 0                                    |                                    |                        |
| PATE PRESOLUTION         E-Voting by post 1         2387791         0  |                                   |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| ary Resolution         E-Voting by Post 1         2387791         0  | Item :04                          |                |                           |                                      |                                       |                                      |                                       |                                      |                                    |                        |
| Intment         Of Dr. Voting by post         2392027         0         99.9833         0         0.0167         0         0.0000           Neeraj Arora 07191167) as         Poll 07191167) as         3836         400           | Ordinary Resolution               | E-Voting       |                           | 2387791                              |                                       | 0                                    |                                       | 0                                    |                                    |                        |
| 07191167) as Poll 2391627 400 0  | Appointment of Dr.                | Voting by post | 2392027                   | 0                                    | 00 0833                               | 0                                    | 00167                                 | 0                                    |                                    | Passed as              |
| r. Total 2391627 400 0   |                                   | Poll           | 100000                    | 3836                                 | 9                                     | 400                                  | 0.0107                                | 0                                    | 0.0000                             | Resolution             |
|  |                                   | Total          |                           | 2391627                              |                                       | 400                                  |                                       | 0                                    |                                    |                        |



| T | Approval of a 10,00,000 Equation of 10,00,000 Equation of 10,000 Equat | Ordi                | Item:05     |                                      | T                                 | Res               |
|---|--|---------------------|-------------|--------------------------------------|-----------------------------------|-------------------|
|   | Approval of sale of 10,00,000 Equity shares constituting 4.32% stake in VLS Capital Ltd. (the holding Company) to VLS Securities Ltd.  | Ordinary Resolution | :05         |                                      | (Item Nos.)                       | Resolution Number |
|   | Voting by post Poll Total  | E Votina            |             |                                      | Particulars                       |                   |
|   | 2392027  |                     |             |                                      | Total number of vote cast         |                   |
|   | 2387791<br>0<br>4031<br>2391822  |                     |             | Numbers of votes cast by the Members | Voted in Favour<br>Resolution     |                   |
|   | 99.9914  |                     | soles cast  | % of total<br>Number of Valid        | Voted in Favour of the Resolution |                   |
|   | 0<br>205<br>205  |                     | the Members | Numbers of votes cast by             | Voted in Again                    |                   |
|   | 0.0086   |                     | votes cast  | % of total<br>Number of Valid        | Voted in Against the Resolution   |                   |
|   | 0 0 0 0  |                     | the Members | Numbers of                           | Invali                            |                   |
|   | 0.0000   |                     | cast        | % of total Number                    | Invalid Votes                     |                   |
|   | Passed as<br>Ordinary<br>Resolution  |                     |             | Result                               |                                   |                   |

