



RRBP & COMPANY
Practicing Company Secretaries

SCRUTINISER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Vasa Retail and Overseas Limited
A-126, 1st Floor, Plot G-1,
BGTA Godavari Premises Co. Op Soc. Ltd.,
Wadala Truck Terminal Road,
Wadal (E), Mumbai- 400037 (MH)

Dear Sir,

Subject: Scrutiniser's report on 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) Amendments Rules, 2015 and voting through polling paper at the Annual General Meeting of Vasa Retail and Overseas Limited held on Saturday, September 28, 2019 at 03:00 p.m. (IST) at the Registered Office of the Company at A-126, 1st Floor, Plot G-1, BGTA Godavari Premises Co. Op Soc. Ltd., Wadala Truck Terminal Road, Wadal (E), Mumbai- 400037 (MH).

I, Ravindra Kumar Rawal, Proprietor of RRBP & COMPANY, Practicing Company Secretaries, appointed as the scrutinisers by the Board of Directors of Vasa Retail and Overseas Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended to scrutinize e-voting process in respect of Resolutions proposed at the 2nd Annual General Meeting of the members of Vasa Retail and Overseas Limited held on Saturday, September 28, 2019 at 03:00 p.m. (IST).

203, Saumya Complex, Nr. Ganesh Plaza, Navrangpura, Ahmedabad-380009

Contact: 079 4800 4962 | Web: www.rrbp.in | cs@rrbp.in

We also appointed as scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Saturday, September 28, 2019 at 03:00 p.m. (IST).

The company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholder of the company.

The company had also provided voting facility through polling papers to the shareholder present at the AGM and who had not cast their vote earlier through e-voting facility.

The shareholder of the company holding shares as on "cut-off date" of September 21, 2019 were entitled to vote on the resolutions as contained in the Notice of the 2nd Annual General Meeting.

The voting period for e-voting commenced on Wednesday, 25th of September, 2019 at 09:00 a.m. (IST) and ended on Friday, 27th of September, 2019 at 05:00 p.m. (IST) and the CDSL e voting platform was blocked thereafter.

After the closure of the voting at the AGM vote casts through polling paper counted and details of the same entered for the same in CDSL system to download consolidated report.

The vote cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting through polling paper at the Annual General Meeting.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting and the voting conducted through polling paper at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the e-voting and the voting conducted through polling paper at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

We now submit our consolidated (combined) report as under on the result of the e-voting and voting through polling paper at the AGM in respect of the said Resolutions.

The details of the consolidated results of the Remote E-Voting together with voting conducted at the venue of the AGM by way of polling papers are as under:

Details	E- Voting	Voting through Polling paper	Total Voting
No. of members who cast their votes	4	0	4
Total number of share held by them	4208510	0	4208510
Valid/Invalid votes	As per details provided under each one of the resolution mentioned hereunder		

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Director's and the Auditor's thereon:

Particulars	E-Voting		Polling at AGM		Consolidated voting result		
	No. of members voted	No. of valid vote cast by them	No. of members / Proxy voted	No. of valid votes cast	Total No. of members voted	Total No. of valid votes cast	% of total no. of valid votes cast
In favour of the Resolution	4	4208510	0	0	4	4208510	100
Against the resolution	0	0	0	0	0	0	0
Invalid/ Rejected Votes	0	0	0	0	0	0	0

Resolution 2: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2019:

Particulars	E-Voting		Polling at AGM		Consolidated voting result		
	No. of members voted	No. of valid vote cast by them	No. of members / Proxy voted	No. of valid votes cast	Total No. of members voted	Total No. of valid votes cast	% of total no. of valid votes cast
In favour of the Resolution	4	4208510	0	0	4	4208510	100
Against the resolution	0	0	0	0	0	0	0
Invalid/ Rejected Votes	0	0	0	0	0	0	0

Resolution 3: Ordinary Resolution

To appoint a director in place of Ms. Kajal Hardik Vasa, Whole Time Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director:

Particulars	E-Voting		Polling at AGM		Consolidated voting result		
	No. of members voted	No. of valid vote cast by them	No. of members / Proxy voted	No. of valid votes cast	Total No. of members voted	Total No. of valid votes cast	% of total no. of valid votes cast
In favour of the Resolution	4	4208510	0	0	4	4208510	100
Against the resolution	0	0	0	0	0	0	0
Invalid/ Rejected Votes	0	0	0	0	0	0	0

The Register, all other papers and relevant records relating to voting handed over to the management of the Company for safe keeping.

For, RRBP & COMPANY
(Practicing Company Secretaries)



Ravindra Kumar Rawal
ACS 44735, CP No.: 17784

Place : Mumbai
Date: 28th September, 2019

Counter signed by



Hardik Bhupendra Vasa
Chairman
Vasa Retail and Overseas Limited