



RRBP & COMPANY
Practicing Company Secretaries

**SCRUTINISER'S REPORT
(COMBINED ON E-VOTING AND POLL)**

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: Consolidated 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 Friday, September 28, 2018 at 03:00 p.m. (IST) at the Registered Office of the Company at t A-126, 1st Floor, Plot G-1, BGTA Godavari Premises Co. Op Soc. Ltd., Wadala Truck Terminal Road, Wadal (E), Mumbai- 400037 (MH).

We, M/s **RRBP & COMPANY**, Practicing Company Secretaries had been 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 the below mentioned resolutions proposed at the 1st Annual General Meeting of Vasa Retail and Overseas Limited held on Friday, September 28, 2018 at 03:00 p.m. (IST).

We also appointed as scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Friday, September 28, 2018 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, 2018 were entitled to vote on the resolutions as contained in the Notice of the 1st Annual General Meeting.

The voting period for e-voting commenced on Tuesday, 25th of September, 2018 at 09:00 a.m. (IST) and ended on Thursday, 27th of September, 2018 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	3	7
Total number of share held by them	4392510	4020	4396530
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, 2018 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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid 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, 2018:

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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0



Resolution 3: Ordinary Resolution**To Appointment of New Auditor:**

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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Resolution 4: Special Resolution**Revision in Remuneration of Mr. Hardik Bhupendra Vasa, Managing Director of the Company:**

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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0



Resolution 5: Special Resolution

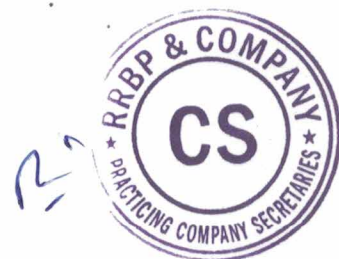
Revision in Remuneration of Mrs. Kajal Hardik Vasa, Whole Time Director of the Company:

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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Resolution 6: Special Resolution

Appointment Mr. Manish Kumar Badola, (DIN: 05016172) as Whole time Executive 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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0



Resolution 7: Special Resolution

Appointment Mrs. Chhaya Hemal Bhagat, (DIN: 07810273) as Whole time Executive 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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0

Resolution 8: Special Resolution

Appointment Mr. Hiten Jagmohandas Pabari, (DIN: 02694328) as Whole time Executive 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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0



Resolution 9: Special Resolution**Appointment Ms. Atrayee Dutta Gupta, (DIN: 08201384) as Independent 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	4392510	3	4020	7	4396530	100
Against the resolution	0	0	0	0	0	0	0
Invalid 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, 2018