

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 (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	Total Voting		
N		Polling paper	Total voting		
No. of members who cast their votes	4	3	Ż		
Total number of share held by them	4392510	4020	4396530		
Valid/Invalid votes	As per details p	provided under each			
•	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 a	t AGM	Conso	Consolidated voting result		
	No. of members	No. of valid	No. of	No. of	Total	Total No.	% of total	
			members	valid	No. of	of valid	no. of	
	voted	vote cast	/ Proxy	votes	member	votes cast	valid	
In foreseer (by them	voted	cast	s voted		votes cast	
In favour of								
the Resolution	4	4392510	3	4020	7	4396530	100	
Against the	0	0	0	0	0	0	0	
resolution						U	U	
Invalid Votes	0	0	0	0	0 .	0	0	
				0	U	. U	U	

Resolution 2: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2018:

Particulars	E-Voting		Polling a	Polling at AGM		Consolidated voting result		
	No. of members voted	No. of valid vote cast	No. of members / Proxy	No. of	Total No. of member	Total No. of valid votes cast	% of total no. of valid	
In favour of		by them	voted	cast	s voted	· otes cast	votes cast	
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-V	oting	Polling a	t ACM	Comme	Consolidated voting result		
In favour of the Resolution Against the	No. of members voted	No. of valid vote cast by them	No. of members / Proxy voted	No. of	Total No. of member s voted	Total No. of valid votes cast	% of total no. of valid votes cast	
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	F-V	oting	D 11:								
	No. of No. of		NI C			Consolidated voting result					
	members	No. of	No. of	No. of	Total	Total No.	% of total				
	voted		members	valid	No. of	of valid	no. of				
	voted	vote cast	/ Proxy	votes	member	votes cast					
In favour of		by them	voted	cast	s voted		votes cast				
the Resolution	4	1202510					votes cast				
		4392510	3	4020	7	4396530	100				
Against the	0	0	0	0	0	0					
resolution					٠.		0				
Invalid Votes	0	0	0	0	0	0	-				



Resolution 5: Special Resolution

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

H_V	oting	D 11:				
ulars E-Voting			The second secon	Consolidated voting result		
				Total	Total No.	% of total
			valid	No. of		no. of
voted		/ Proxy	votes	member		valid
	by them	voted	cast		· otes east	
	*			3 roted		votes cast
4	4392510	3	4020	7	1006500	
0	0			/	4396530	100
	0	0	0	0	0	0
0	0	0		-		
0	U	U	0	0	0	0
1	No. of members voted	No. of No. of valid vote cast by them 4 4392510 0 0	No. of No. of No. of members voted vote cast by them voted 4 4392510 3 0 0 0	No. of No. of valid voted vote cast by them voted 0 0 0 0	No. of No. of valid voted vote cast by them voted $\frac{4}{0}$ $\frac{4392510}{0}$ $\frac{3}{0}$ $\frac{4020}{0}$ $\frac{7}{0}$	No. of No. of walid voted vote cast by them voted $\frac{4}{0}$ $\frac{4392510}{0}$ $\frac{3}{0}$ $\frac{4020}{0}$ $\frac{7}{0}$ $\frac{4396530}{0}$

Resolution 6: Special Resolution

Appointment Mr. Manish Kumar Badola, (DIN: 05016172) as Whole time Executive Director:

E-V	oting	Polling a	at AGM	Conco	lidata 1	
No. of members voted	No. of valid vote cast by them	No. of member s/ Proxy voted	No. of valid votes cast	Total No. of member s voted	Total No. of valid votes cast	% of total no. of valid votes cast
4	4392510	3	4020	7	4396530	100
0	0	0	0	0	0	100
0	0	0	0	. 0	0	0
	No. of members voted 4 0	members valid vote cast by them 4 4392510 0 0	No. of members valid voted vote cast by them voted 4 4392510 3 0 0 0	No. of members voted vote cast by them Proxy voted voted 4 4392510 3 4020 0 0 0 0	No. of members valid voted vote cast by them Proxy voted 4 4392510 3 4020 7 0 0 0 0 0 0	No. of members valid voted vote cast by them Proxy voted 4 4392510 3 4020 7 4396530 0 0 0 0 0 0 0 0



Resolution 7: Special Resolution

Appointment Mrs. Chhaya Hemal Bhagat, (DIN: 07810273) as Whole time Executive Director:

Particulars	F-V	oting	Dell!	1 4 67 5	T		
	No. of No. of		Polling a		Consolidated voting result		
	members	valid	No. of	No. of	Total	Total No.	% of total
	voted		member	valid	No. of	of valid	no. of
	voica	vote cast	s/	votes	member	votes cast	valid
-	,	by them	Proxy	cast	s voted	~	votes cast
In favour of			voted				
the Resolution	4	4392510	3	4020	7	120750	
Against the	0	0	0	0	/	4396530	100
resolution			0	0	0	0	0
Invalid Votes	0	0	0	0	0		
		_	U	U	U	0	. 0

Resolution 8: Special Resolution

Appointment Mr. Hiten Jagmohandas Pabari, (DIN: 02694328) as Whole time Executive Director:

Particulars	E-V	oting	Polling a	at ACM	C	1.1.	
In favour of	No. of members voted	No. of valid vote cast by them	No. of member s/ Proxy voted	No. of valid votes cast	Total No. of member s voted	lidated voting Total No. of valid votes cast	% of total no. of valid votes cast
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:

E-Voting		Polling a	t AGM	Conso	lidated votice	1,
No. of members voted	No. of valid vote cast by them	No. of	No. of valid votes	No. of member	Total No. of valid votes cast	% of total no. of valid
				3 voted		votes cast
4	4392510	3	4020	7	4396530	100
0	0	0	0	0	0	0
0	0	0	0	0	0	0
	No. of members voted 4 0	No. of No. of walid voted vote cast by them 4 4392510 0 0	No. of No. of walid members voted vote cast by them voted 4 4392510 3 0 0 0	No. of No. of No. of members valid voted vote cast by them voted 0 0 0 0	No. of No. of walid woted vote cast by them voted \(\begin{array}{cccccccccccccccccccccccccccccccccccc	No. of No. of walid voted vote cast by them voted $\frac{4}{0}$ $\frac{4392510}{0}$ $\frac{3}{0}$ $\frac{4020}{0}$ $\frac{7}{0}$ $\frac{4396530}{0}$

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)

Place: Mumbai

Date: 28th September, 2018

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Ravindra Kumar Rawal ACS 44735, CP No.: 17784