



# Disha Shah & Associates

## PRACTISING COMPANY SECRETARY

Office: A-203, Prathmesh Avenue, Datta Mandir Road, Malad (E),  
Mumbai – 400097.

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### CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To,  
The Chairman  
**VASA Retail and Overseas Limited**  
A-126, 1<sup>st</sup> Floor, Plot G-1, BGTA,  
Godavari Premises Co. Op Soc. Ltd.,  
Wadala Truck Terminal Road, Opp. Lodha,  
Wadala (East), Mumbai – 400037.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & 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 at the 3<sup>rd</sup> Annual General Meeting (AGM) of the held on Wednesday, 30<sup>th</sup> September, 2020 at 10:00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

1. I, CS Disha Shah, Proprietor, M/s. Disha Shah & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the rules') as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 and 2 as set out in the notice dated September 3, 2020 ("Notice") issued by the company in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 3<sup>rd</sup> AGM of its members through VC / OAVM on Wednesday, September 30, 2020 at 10:00 a.m.



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules and MCA Circulars relating to remote e-voting prior and during the AGM on the resolutions contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting facility prior and during the AGM and that the e-voting is conducted in a fair and transparent manner.
3. As per the confirmation received from the Company:
  - a. The Notice of the AGM dated September 3, 2020 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Monday, 7<sup>th</sup> September, 2020 in terms of the MCA Circulars.
  - b. The said Notice was sent on the basis of Register of Members made available by M/s. Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company ("the RTA") and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) as on 28<sup>th</sup> August, 2020.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Company has published a Public Notice regarding the convening of the AGM through VC/OAVM and about completion of dispatch of Notice of meeting through email (as mentioned in para 3 above) and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Lakshadeep" on Wednesday, 9<sup>th</sup> September, 2020.
5. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Sunday, 27<sup>th</sup> September, 2020 (09.00 a.m. IST) till Tuesday, 29<sup>th</sup> September, 2020 (5.00 p.m. IST).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e., Wednesday 23<sup>rd</sup> September, 2020.



7. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier.
8. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of witness Mr. Mohit Shah and Ms. Tanvi Shah who are not in employment with the Company.
9. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NDSL (<https://www.evoting.nsdl.com>) e-voting system and the summary of the e-voting process is as follows:





## A. ORDINARY BUSINESS

### Resolution No.1

Particulars			Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020 together with the Reports of the Board of Director's and the Auditor's thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of vote s- against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4208510	4208510	100.00	4208510	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>4208510</b>	<b>4208510</b>	<b>100.00</b>	<b>4208510</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public-Institutions	E-Voting	-	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	1784040	8020	0.45	8020	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>1784040</b>	<b>8020</b>	<b>0.45</b>	<b>8020</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>5992550</b>	<b>4216530</b>	<b>70.36</b>	<b>4216530</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.



## Resolution No.2

Particulars			Ordinary Resolution: To appoint a Director in place of Mr. Hiten Jagmohandas Pabari, Whole Time Director (DIN: 02694328), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4208510	4208510	100.00	4208510	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>4208510</b>	<b>4208510</b>	<b>100.00</b>	<b>4208510</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public-Institutions	E-Voting	-	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	1784040	8020	0.45	8020	0	0.45	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>1784040</b>	<b>8020</b>	<b>0.45</b>	<b>8020</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>5992550</b>	<b>4216530</b>	<b>70.36</b>	<b>4216530</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.



I further report that the electronic data and all other relevant records relating to the Remote E-Voting prior and during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You.

**For Disha Shah & Associates  
Company Secretaries**



**Place: Mumbai  
Date: September 30, 2020  
UDIN: A046867B000826173**

**Disha Shah  
Proprietor  
M. No. ACS 46867 C.P. No. 19235**

**Countersigned by**



**Chairman / Authorised Signatory  
VASA Retail and Overseas Limited**

**Place: Mumbai  
Date: September 30, 2020**