

# Rathi & Associates

## COMPANY SECRETARIES

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30<sup>th</sup> September, 2017

To,  
The Chairperson  
**Bombay Swadeshi Stores Limited**  
Western India House,  
Sir P M Road,  
Fort, Mumbai- 400 001

Dear Madam,

**Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at the Adjourned 111<sup>th</sup> Annual General Meeting ('AGM') of the Members of Bombay Swadeshi Stores Limited held on 30<sup>th</sup> September, 2017**

Bombay Swadeshi Stores Limited ("the Company") at their Board meeting held on 10<sup>th</sup> August, 2017 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice of Annual General Meeting dated 10<sup>th</sup> August, 2017, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and placed for the approval of Members of the Company, be carried out in a fair and transparent manner. The 111<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was convened and held on Saturday, 23<sup>rd</sup> September, 2017 at 11.00 a.m. at Anjenya CHS Ltd., Orchard Avenue Opp. Hiranandani Foundation School, Powai, Mumbai- 400 076. However due to non-availability of requisite quorum, the Chairperson adjourned the meeting to the same day, in the next week, at the same time and the same venue i.e. on Saturday, 30<sup>th</sup> September, 2017 at 11.00 a.m. at Anjenya CHS Ltd., Orchard Avenue Opp. Hiranandani Foundation School, Powai, Mumbai- 400 076.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid Notice of the adjourned 111<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes



cast “in favour” or “against” the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided at the adjourned Annual General Meeting.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of Audited Financial Statements, including Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors.
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Mrs. Madhu Chandak (DIN: 07029901), who retired by rotation and being eligible, offered herself for re- appointment.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of M/s. Banshi Jain & Associates , Chartered Accountants, bearing ICAI Registration No.: 100990W, as the Statutory Auditors of the Company, to hold office from the conclusion of adjourned 111<sup>th</sup> Annual General Meeting till the conclusion of the 116<sup>th</sup> Annual General Meeting of the Company.

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions for the members of the Company. The Company had also made available the physical ballots at the adjourned 111<sup>th</sup> AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9:00 a.m. of Wednesday, 20<sup>th</sup> September, 2017 up to 5.00 p.m. of Friday, 22<sup>nd</sup> September, 2017. Accordingly, e-votes casted upto 5.00 p.m. of 22<sup>nd</sup> September, 2017 have been considered for my scrutiny. The facility of voting at the adjourned Annual General Meeting through physical ballots has also been considered for the scrutiny.

The Company had received one physical ballot from a shareholder who attended the 111<sup>th</sup> AGM on 23<sup>rd</sup> September, 2017 which was adjourned due to non- availability of quorum and hence no business could be transacted thereat. However, the said shareholder did not attend the adjourned 111<sup>th</sup> AGM on 30<sup>th</sup> September, 2017 and hence the physical ballot furnished by



him was not considered. Further, none of the Shareholders present at adjourned 111<sup>th</sup> AGM voted on any resolution by the physical ballots.

After the conclusion of the adjourned 111<sup>th</sup> Annual General Meeting, the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Nihar Shah and Ms. Shweta Mohite. A summary of the votes cast by shareholders through remote e-voting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairperson of the Company.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR**  
**PARTNER**  
**FCS NO.: 5171**  
**COP NO.: 3030**



## ANNEXURE

The summary of the votes cast through remote e-voting confirmations received for each of the resolutions is given below:

**For Resolution 1:** Ordinary Resolution for consideration and adoption of Audited Financial Statements, including Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots/ Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	-	-
b.	Remote e-voting confirmations received	4	46,02,663
	<b>Total</b>	<b>4</b>	<b>46,02,663</b>
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>4</b>	<b>46,02,663</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	3	46,02,655
<b>% of Assent</b>			<b>100</b>
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
<b>% of Dissent</b>			<b>-</b>



**For Resolution 2:** Ordinary Resolution for appointment of Mrs. Madhu Chandak (DIN: 07029901), who retired by rotation and being eligible, offered herself for re- appointment.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	-	-
b.	Remote e-voting confirmations received	4	46,02,663
	<b>Total</b>	<b>4</b>	<b>46,02,663</b>
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>4</b>	<b>46,02,663</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	3	46,02,655
<b>% of Assent</b>			<b>100</b>
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
<b>% of Dissent</b>			<b>-</b>



**For Resolution 3:** Ordinary Resolution for appointment of M/s. Banshi Jain & Associates, Chartered Accountants, bearing ICAI Registration No.: 100990W, as the Statutory Auditors of the Company, to hold office from the conclusion of adjourned 111<sup>th</sup> Annual General Meeting till the conclusion of the 116<sup>th</sup> Annual General Meeting of the Company.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	-	-
b.	Remote e-voting confirmations received	4	46,02,663
	<b>Total</b>	<b>4</b>	<b>46,02,663</b>
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms/Remote e-Voting</b>	<b>4</b>	<b>46,02,663</b>
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	3	46,02,655
<b>% of Assent</b>			<b>100</b>
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
<b>% of Dissent</b>			<b>-</b>

