



V KUMAR AND ASSOCIATES

Company Secretaries

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Ref. No.

Date

SCRUTINIZER'S REPORT

To,
The Chairman,
Sai Baba Investment And Commercial Enterprises Limited
T-63, Ground Floor, West Patel Nagar, Near Khanna Market Delhi Central Delhi DL 110008

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through Poll at the 37th Annual General Meeting of the Company Sai Baba Investment and Commercial Enterprises Limited held on Saturday 29th September, 2018 at 11:30 A.M.

I, Vivek Kumar, of V Kumar & Associates, Company Secretary in Practice, had been appointed as the Scrutinizer by the Board of Directors of Sai Baba Investment and Commercial Enterprises Limited, in pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the e-voting process in respect of the below mentioned resolutions passed at the 37th Annual General Meeting of Sai Baba Investment and Commercial Enterprises Limited held on Saturday 29th September, 2018 at 11:30 A.M.

I was appointed as Scrutinizer to scrutinize the voting process at the Board Meeting on Friday 31st August, 2018.

The Notice dated 31st August, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (hereinafter referred to as the "CDSL") for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM through ballot process and who had not cast their vote earlier through e-voting facility. The shareholders of the Company holding shares as on the "cut-off" date of Saturday 22nd September, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The Voting period for e-voting commenced on Wednesday 26th September, 2018 at 9:00 A.M and ended on Friday 28th September, 2018 at 5:00 P.M and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting through ballot paper at the AGM.

Now, I submit my consolidated Report as under on the result of the e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

ORDINARY BUSINESS

To Consider and if thought fit, to pass, with or without modification, following resolution as an ORDINARY RESOLUTION:-

RESOLUTION 1. Approval and Adoption Of Financial Statements, Directors And Auditor's Report of the Company for the financial year ended 31st March, 2018

(i) Voted in favour of the resolution:

Particulars	No. of Members Voted	No. of Votes cast by them	% of total No. of Valid Votes Cast
Remote e-Voting	22	16283477	79.03
Poll at AGM	7	4308027	20.90
Total	29	20591504	99.93

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(ii) Voted **against** the Resolution

Particulars	No. of Members Voted	No. of Votes cast by them	% of total No. of Valid Votes Cast
Remote e-Voting	3	13518	0.07
Poll at AGM	0	0	0
Total	3	13518	0.07

(iii) **Invalid** Votes

Particulars	Total number of members whose votes were declared invalid	Total no of votes cast by them
Remote e-Voting	0	0
Poll at AGM	0	0
Total	0	0

RESOLUTION NO. 2: To Reappoint Mr. Manojkumar Gunvantrai Somani (DIN:07721790) As Director, who Retires by rotation And being eligible offers himself for Reappointment.

(i) Voted in **favour** of the resolution:

Particulars	No. of Members Voted	No. of Votes cast by them	% of total No. of Valid Votes Cast
Remote e-Voting	20	16282371	79.03
Poll at AGM	7	4308027	20.90
Total	27	20590398	99.93

(ii) Voted **against** the Resolution

Particulars	No. of Members Voted	No. of Votes cast by them	% of total No. of Valid Votes Cast
Remote e-Voting	5	14624	0.07
Poll at AGM	0	0	0
Total	5	14624	0.07

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(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total no of votes cast by them
Remote e-Voting	0	0
Poll at AGM	0	0
Total	0	0

SPECIAL BUSINESS:

RESOLUTION. 3 To appoint Mr. Jigar Bhadresh Gandhi (DIN: 07910717) as an independent Director of the company.

(i) Voted in **favour** of the resolution:

Particulars	No. of Members Voted	No. of Votes cast by them	% of total No. of Valid Votes Cast
Remote e-Voting	21	16283071	79.03
Poll at AGM	7	4308027	20.90
Total	28	20591098	99.93

(i) Voted **against** the Resolution

Particulars	No. of Members Voted	No. of Votes cast by them	% of total No. of Valid Votes Cast
Remote e-Voting	4	13924	0.07
Poll at AGM	0	0	0
Total	4	13924	0.07

(i) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total no of votes cast by them
Remote e-Voting	0	0
Poll at AGM	0	0
Total	0	0

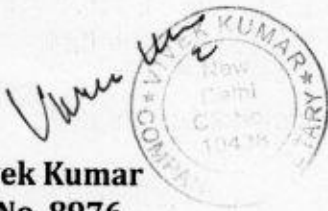
1. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Compliance Officer of the Company.
2. The Poll papers and all other relevant records were sealed and handed over to the Compliance Officer authorised by the Board for safe Keeping.
3. I shall hand over other related papers/registers and record for safe custody to the Company Secretary of the Company once the Chairman considers, approves and signs the Minutes of the Meeting.
4. Total 32 members attended the meeting, only 7 members cast their votes through ballot and rest 25 members attended the meeting but did not vote at the meeting.

You may accordingly declare the results of the voting by ballot and remote E-voting.

Thanking you.

Yours Faithfully,

**For V Kumar and Associates
Company Secretaries**



**Vivek Kumar
M. No. 8976
C.P. No. 10438**

Place: New Delhi

Dated: October 1, 2018