

**MAYUR MAHESH SHAH & CO**  
**CHARTERED ACCOUNTANT**

MAYUR SHAH BCom F.C.A.

2/8 ROUND BUILDING  
CHAMBER NO 8, 3rd FLOOR  
PICKET ROAD, KALBADEVI RD.  
MUMBAI 400 002  
Tel : 22081363

**SCRUTINIZER REPORT FOR E-VOTING**

September 30, 2015

To  
Director,  
Bombay Swadeshi Stores Limited  
Western India House  
Sir Pheroza Shah Mehta Road  
Fort, Mumbai 400 001

Dear Madam,

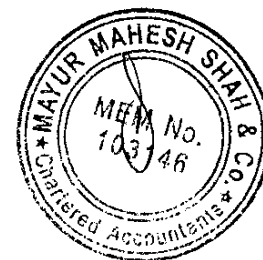
**Sub: Passing of Resolution through Electronic voting pursuant to Section 108 of the Companies Act 2013 and Rule No. 20 of the Companies (Management and Administration) Rules, 2014**

Pursuant to the Resolution passed by the Board of Directors of Bombay Swadeshi Stores Ltd (hereinafter referred to as "BSSL") on August 14<sup>th</sup> 2015, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Sub Rule 3(ix) of the Rule 20 in respect of the 109<sup>th</sup> Annual General Meeting to be held on September 29, 2015.

The Company had availed the e-voting facility offered by Central Depository Services Limited., (CDSL) for conducting the e-voting by the shareholders of the Company. Link Intime India Pvt Ltd is the Registrar and Share Transfer Agent for the Company. CDSL accordingly had provided the system for recording the votes of the shareholders electronically through e-Voting on all the items of the business of the AGM Notice dated August 14, 2015, sought to be transacted in the AGM of the Company, which is to be held on September 29, 2015. CDSL has set up e-Voting facility on their website [www.evotingindia.com](http://www.evotingindia.com).

The Notice dated 14th day of August 2015 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on September 29, 2015.

The Notice contained the detailed procedure (both through email and physical) to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20. The company had also decided to extend voting in physical form to those shareholders who do not have access to e-voting facility to send their assent or dissent in writing on a physical ballot form pursuant to the revised clause 358 in the Listing Agreement as notified by SEBI vide its circular CIR/CFD/POLICY CELU2/2014 April 17, 2014



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The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 22, 2015. As prescribed in the Rules, the e-Voting facility was kept open for three days from September 26 2015, till September 28, 2015. Similarly receipt of the assent dissent form from those shareholders who did not have access to e-voting facility was made available up to September 28, 2015.

At the end of the voting period on September 28, 2015 the voting portal of the CDSL was blocked forthwith. Thereafter, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr.Rajesh Kanojia and Mr.S.K.Nandi, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes as prescribed in Sub Rule 3(xi) of the Rule 20.

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**RAJESH KANOJIA**

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**S.K.NANDI**

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system.

I now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

<b>Item No 1 of the Notice (As ordinary resolution)</b>	<b>Adoption of Audited Financial Statement ended 31<sup>st</sup> march 2015 alongwith Reports of Directors and Auditors</b>			
Manner of Voting	For	%	Against	%
1. E-voting	0	0	8	100%
2. Ballot (assent/dissent)				
<b>Item No 2 of the Notice (As ordinary resolution)</b>	<b>Appointment of M/s. M.D.Pandya &amp; Associates, as Auditors and fixing their remuneration</b>			
Manner of Voting	For	%	Against	%
1. E-voting	0	0	8	100%
2. Ballot (assent/dissent)				
<b>Item No 3 of the Notice (As Special resolution)</b>	<b>Authorising the board to borrow money without any limitation from any bank or financial institution upto the limit not</b>			



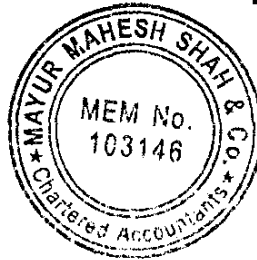
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		<b>exceeding Rs. 200 crores</b>			
Manner of Voting		For	%	Against	%
1. E-voting		0	0	8	100%
2. Ballot (assent/dissent)					
<b>Item No 4 of the Notice (As ordinary resolution)</b>		<b>Appointment of Mr Devanshu Desai (DIN 00493980) as an Independent Director</b>			
Manner of Voting		For	%	Against	%
1. E-voting		0	0	8	100%
2. Ballot (assent/dissent)					
<b>Item No 5 of the Notice (As ordinary resolution)</b>		<b>Appointment of Ms Bijal Shroff (DIN 07143556) as an Independent Director</b>			
Manner of Voting		For	%	Against	%
1. E-voting		0	0	8	100%
2. Ballot (assent/dissent)					
<b>Item No 6 of the Notice (As ordinary resolution)</b>		<b>Appointment of Ms Madhu Chandak (DIN 07029901) as a Director liable to retire by rotation</b>			
Manner of Voting		For	%	Against	%
1. E-voting		0	0	8	100%
2. Ballot (assent/dissent)					
<b>Item No 7 of the Notice (As ordinary resolution)</b>		<b>Appointment of Ms Manjri Chandak (DIN 03503615) as a Director liable to retire by rotation</b>			
Manner of Voting		For	%	Against	%
1. E-voting		0	0	8	100%
2. Ballot (assent/dissent)					

**For Mayur Mahesh Shah & Co**  
**Chartered Accountant**



  
**Mayur Shah**  
**Proprietor**  
**(Membership No 103146)**

MAYUR MAHESH SHAH & CO  
CHARTERED ACCOUNTANTS

MAYUR SHAH B.COM F.C.A.

18 BOND BUILDING  
CHANDER NAG BUILDING  
PICKER ROAD, NARIPSEVA  
MUMBAI 400 007  
Tel: 2083933

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
BOMBAY SWADESHI STORES LIMITED**

September 30, 2015

To  
Director,  
Bombay Swadeshi Stores Limited  
Western India House  
Sir Pherozeshah Mehta Road  
Fort, Mumbai 400 001

Dear Madam,

**Sub: Passing of Resolution through Electronic voting, Physical Ballot Paper and Poll conducted at the 109<sup>th</sup> Annual General Meeting ("AGM") of Bombay Swadeshi Stores Limited held at Ordeal, 1<sup>st</sup> Floor, Western India Centre, Centre-1, Cuffe Parade, Mumbai 400005 on Tuesday, September 29, 2015 at 3.00 p.m.**

The Company had appointed me as a scrutiner to scrutinize the e-voting process together with voting through the assent / dissent form in physical mode and also for the Poll held at the 109<sup>th</sup> AGM of the Company held on the September 29, 2015.

The e-voting was held between September 26, 2015 and September 27, 2015. Receipt of the assent /dissent form from active shareholders who did not have access to e-voting facility may have a limited period of 24 hours of e-voting period on September 28, 2015.

The Company had availed the e-voting facility through the Hopsonary Services Limited., (CDSL) through the Assent /dissent form with e-voting facilities for conducting the e-voting by the shareholders of the Company. The Company had also sent an assent /dissent form to all shareholders to facilitate the process of voting through assent /dissent form where some shareholders did not have access to e-voting facility. Mr. A.K. Patil a Chartered Ltd are the Registrar and Share Transfer Agent (RTA) for the Company.

The votes were unblocked by me in the presence of Mr. Rajesh Kanujia and Mr.S.K.Mandi, who are not the Employees of the Company and are not signed below as witness to the unblocking of votes.

**MAYUR MAHESH SHAH & CO**  
**CHARTERED ACCOUNTANT**

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**RAJESH KANOJIA**

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**S.K.NANDI**

At the 109<sup>th</sup> AGM of the Company held on September 29, 2015, the Chairman of the Company had suo-moto i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act, 2013, to facilitate the members present in the AGM who could not participate in the e-voting or could not cast their votes physically through the assent / dissent form, to record their votes through the poll process. The Chairman of the Company had appointed me as the Scrutinizer for the same.

The result of the e-voting, together with the votes castd through assent / dissent form and with that of the Poll is as under:

Item No of Notice	Particular of Business	Votes in FAVOUR of the resolution		Votes in AGAINST the resolution	
		Nos	%	Nos	%
Item No 1 of the Notice (As an ordinary resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%
Item No 2 of the Notice (As an ordinary resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%
Item No 3 of the Notice (As an special resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%
Item No 4 of the Notice (As an ordinary resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%



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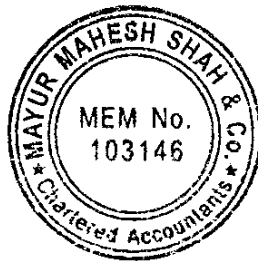
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Item No 5 of the Notice (As an ordinary resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%
Item No 6 of the Notice (As an ordinary resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%
Item No 7 of the Notice (As an ordinary resolution)	E-Voting	0	0%	8	100%
	Ballot Forms (Received +Poll)	36,73,776	100%	0	0%
	Total	36,73,776	99.99%	8	0.01%

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to the Director of the Company or such person to be authorized by him in due course.

Thanking you,

**For Mayur Mahesh Shah & Co**  
**Chartered Accountant**



  
**Mayur Shah**  
**Proprietor**  
**(Membership No 103146)**

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**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act. 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

September 30, 2015

To  
Director,  
Bombay Swadeshi Stores Limited  
Western India House  
Sir Pherozeshah Mehta Road  
Fort, Mumbai 400 001

Dear Madam,

**Sub: 109<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bombay Swadeshi Stores Ltd held on Tuesday, September 29, 2015, at Orchid, 1<sup>st</sup> Floor, World Trade Centre, Centre-1, Cuffe Parade, Mumbai 400005 on Tuesday, September 29, 2015 at 3.00 p.m.**

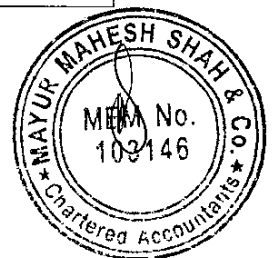
I, CA Mayur Shah, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 109th Annual General meeting of the Equity Shareholders of Bombay Swadeshi Stores Limited, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling, were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of poll is as under

**I) As an Ordinary Resolution - Item No. 1 Passed with the Requisite Majority**

Adoption of Audited Financial Statement ended 31<sup>st</sup> march 2015 alongwith Reports of Directors and Auditors.

	No of Members present & Voting (in person or by	Number of Votes cast by them	% of total number of valid votes
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	<b>proxy)</b>		<b>cast</b>
1. Voted in FAVOUR of Resolution	10	36,73,776	100%
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	

**II) As an Ordinary Resolution - Item No. 2 Passed with the Requisite Majority**

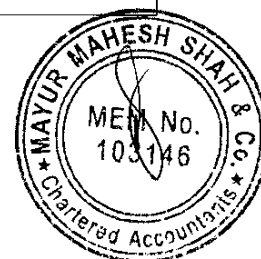
**Appointment of M/s. M.D.Pandya & Associates, as Auditors and fixing their remuneration**

	<b>No of Members present &amp; Voting (in person or by proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
1. Voted in FAVOUR of Resolution	10	36,73,776	100%
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	

**III) As an Special Resolution - Item No. 3 Passed with the Requisite Majority**

**Authorising the board to borrow money without any limitation from any bank or financial institution upto the limit not exceeding Rs. 200 crores**

	<b>No of Members present &amp; Voting (in person or by proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
1. Voted in FAVOUR of Resolution	10	36,73,776	100%
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	





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**IV) As an Ordinary Resolution - Item No. 4 Passed with the Requisite Majority**

**Appointment of Mr Devanshu Desai (DIN 00493980) as an Independent Director**

	<b>No of Members present &amp; Voting (in person or by proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
1. Voted in FAVOUR of Resolution	10	36,73,776	100%
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	

**V) As an Ordinary Resolution - Item No. 5 Passed with the Requisite Majority**

**Appointment of Ms Bijal Shroff (DIN 07143556) as an Independent Director**

	<b>No of Members present &amp; Voting (in person or by proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
1. Voted in FAVOUR of Resolution	10	36,73,776	100%
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	

**VI As an Ordinary Resolution - Item No. 6 Passed with the Requisite Majority**

**Appointment of Ms Madhu Chandak (DIN 07029901) as a Director liable to retire by rotation**

	<b>No of Members present &amp; Voting (in person or by proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
1. Voted in FAVOUR of	10	36,73,776	100%



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Resolution			
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	

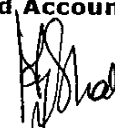
**VII As an Ordinary Resolution - Item No. 7 Passed with the Requisite Majority**

**Appointment of Ms Manjri Chandak (DIN 03503615) as a Director liable to retire by rotation**

	No of Members present & Voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1. Voted in FAVOUR of Resolution	10	36,73,776	100%
2. Voted AGAINST the resolution	NIL	N.A.	
3. Invalid/Abstained Votes	NIL	N.A.	

**For Mayur Mahesh Shah & Co**  
**Chartered Accountant**



  
**Mayur Shah**  
**Proprietor**  
**(Membership No 103146)**