

# SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021.  
Telephone : 6670 8600 Fax : 6670 8650 CIN : L51909MH1983PLC166605

Website: [www.saraswaticommercial.com](http://www.saraswaticommercial.com)  
Email: [saraswati.investor@gvl.in](mailto:saraswati.investor@gvl.in)

20<sup>th</sup> March, 2015

To,  
**BSE Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir/ Madam,

**Sub: (a) E-voting and Poll Results pursuant to Clause 35A of the Listing Agreement**

**(b) Scrutinizer's Report on e-voting -(Annexure 1)**

**(c) Scrutinizer's Report on Poll -(Annexure II)**

In compliance with Clause 35A of the Listing Agreement, we hereby furnish the details regarding the voting results in the following format:

Date of Extra Ordinary General Meeting	20 <sup>th</sup> March, 2015
Total number of Shareholders on record date (13.02.2015)	36
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 5 -
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable.

**(AGENDA- WISE)**

**Details of the Agenda (1):** Appointment of Mr. Ketan Desai as an Independent Director of the Company

**Resolution required: Ordinary Resolution**

**Mode of voting: E-voting**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*10 0	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6 )= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100



Promoter and Promoter Group	480000	480000	100	480000	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public- Others	160000	99180	61.98	99180	0	100	0
Total (A)	640000	579180	90.50	579180	0	100	0

**Mode of voting: Poll**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	480000	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0
Public- Others	160000	0	0	0	0	0	0
Total(B)	640000	0	0	0	0	0	0
<b>Grand Total (A+B)</b>	<b>640000</b>	<b>579180</b>	<b>90.50</b>	<b>579180</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Details of the Agenda (2):** Approval of sale/Creation of Mortgage/ Charge on the Assets of the Company:

**Resolution required: Special Resolution**

**Mode of voting: E-voting**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and	480000	480000	100	480000	0	100	0



Promoter Group							
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	160000	99180	61.98	99180	0	100	0
Total	640000	579180	90.50	579180	0	100	0

**Mode of voting: Poll**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	480000	0	0	0	0	0	0
Public Institution al holders	0	0	0	0	0	0	0
Public- Others	160000	0	0	0	0	0	0
Total	640000	0	0	0	0	0	0
<b>Grand Total (A+B)</b>	<b>640000</b>	<b>579180</b>	<b>90.50</b>	<b>579180</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Details of the Agenda (3):** Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Mumbai at its registered office and at the place other than its registered office

**Resolution required: Special Resolution**

**Mode of voting: E-voting**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	480000	480000	100	480000	0	100	0





Public Institutional holders	0	0	0	0	0	0	0
Public-Others	160000	99180	61.98	99180	0	100	0
Total (A)	640000	579180	90.50	579180	0	100	0

**Mode of voting: Poll**

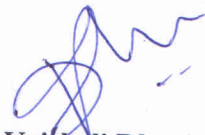
Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/( 2)]*100
Promoter and Promoter Group	480000	0	0	0	0	0	0
Public Institution al holders	0	0	0	0	0	0	0
Public- Others	160000	0	0	0	0	0	0
Total (B)	640000	0	0	0	0	0	0
<b>Grand Total (A+B)</b>	<b>640000</b>	<b>579180</b>	<b>90.50</b>	<b>579180</b>	<b>0</b>	<b>100</b>	<b>0</b>

Please take the same on record.

Thanking you,

Yours faithfully,

For **SARASWATI COMMERCIAL (INDIA) LIMITED**



**Vaishali Dhuri**  
CFO & Compliance Officer



**Nishant Jawaša & Associates**  
**Company Secretaries**

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

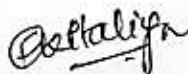
**SCRUTINIZERS' REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management & Administration) Rules, 2014]


The Chairman of Extra-Ordinary General Meeting of the Shareholders of  
Saraswati Commercial (India) Limited  
to be held on Friday, 20<sup>th</sup> March, 2015 at 1.00 p.m.  
at 209/210 Arcadia Building, 2<sup>nd</sup> Floor, 195 Nariman Point, Mumbai-400021.

Dear Sir,

1. I, Nishant Jawaša, Company Secretaries in practice, have been appointed by the Board of Directors of Saraswati Commercial (India) Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice of the Extra-Ordinary General Meeting (EGM) of the shareholders of the Company to be held on Friday, 20<sup>th</sup> March, 2015 at 1.00 p.m. at 209/210 Arcadia Building, 2<sup>nd</sup> Floor, 195 Nariman Point, Mumbai-400021.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means on the resolutions contained in the notice of the EGM of the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to presenting scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency engaged to provide e-voting facility by the Company.
3. Further to above I submit my report as under:
  - 1) The e-voting period remained open from 14<sup>th</sup> March, 2015 at 10.00 a.m. to 16<sup>th</sup> March, 2015 6.00 p.m.
  - 2) The shareholders holding shares as on "cut off" date i.e. 13<sup>th</sup> February, 2015 were entitled to vote on the proposed resolution as set out in the Notice of the Extra-Ordinary General Meeting of the Company.
  - 3) Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e. on 16<sup>th</sup> March, 2015 at 6.00 p.m. thereafter the CDSL portal was blocked for voting.
  - 4) The votes cast were unblocked on 17<sup>th</sup> March, 2015 in the presence of two witnesses Ms. Foram Italiya and Ms. Sneha Suryavanshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ms. Foram Italiya



Ms. Sneha Suryavanshi



- 5) Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) and based on such report generated the results of the e-voting is as under:

**Resolution No. 1 - Ordinary Resolution**

**Appointment of Mr. Ketan Desai as an Independent Director of the Company:**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19	579180	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

**Resolution No. 2 – Special Resolution**

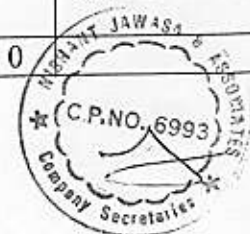
**Approval for sale/Creation of Charge on the Assets of the Company:**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19	579180	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

**Resolution No. 3 – Special Resolution**

**Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Mumbai at the place other than its registered office:**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
19	579180	100.00%

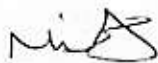
(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

Thank you.  
Yours faithfully,



**Nishant Jawasa**  
**Proprietor**  
**Nishant Jawasa & Associates**  
**Company Secretaries**  
**COP No.: 6993**  
**Membership No.: FCS - 6557**  
**Place Mumbai**  
**Dated: 17<sup>th</sup> March, 2015**



**Nishant Jawasa & Associates**  
**Company Secretaries**

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

FORM No. MGT-13

**REPORT OF THE SCRUTINIZER**

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

To  
The Chairman  
Extra-Ordinary General Meeting of the Shareholders of  
Saraswati Commercial (India) Limited  
Held on Friday, 20<sup>th</sup> March, 2015 at 1.00 p.m.  
at 209/210 Arcadia Building, 2<sup>nd</sup> Floor,  
195 Nariman Point, Mumbai-400021.

Dear Sir,

I, Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the Extra-Ordinary General Meeting of the Equity Shareholders of Saraswati Commercial (India) Limited held on Friday, 20<sup>th</sup> March, 2015 at 1.00 p.m. at the at 209/210 Arcadia Building, 2<sup>nd</sup> Floor, 195 Nariman Point, Mumbai-400021, 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 was locked in my presence with due identification marks placed by me.
- 2) The locked ballot boxes were subsequently opened in my presence. All the members present at the meeting have already voted through e-voting facility provided by the Company and therefore no poll was taken at the meeting.
- 3) The result of the Poll is as under:

**Ordinary Resolution**

**Appointment of Mr. Ketan Desai as an Independent Director of the Company:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%





(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

#### Special Resolution

Approval for sale/Creation of Charge on the Assets of the Company:

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(ii) Voted against the Resolution:

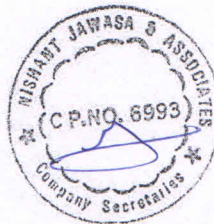
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

#### Special Resolution

Approval for keeping the Register of Members and copies of Annual Returns along with annexures in Mumbai at the place other than its registered office:



(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

- 4) As no poll was taken at the meeting the question of list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution does not arise.
- 5) As no poll was taken at the meeting the question of sealing and handing over of poll papers and all other relevant records to the Company Secretary / Director authorized by the Board for safe keeping does not arise.

Thanking you.

Yours faithfully,



**Nishant Jawasa**  
{Proprietor}  
**Nishant Jawasa & Associates**  
Company Secretaries  
COP No.: 6993  
Membership No.: FCS - 6557  
Place Mumbai  
Dated: 20<sup>th</sup> March, 2015

