

# SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209 - 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai - 400 021.  
Telephone : 6670 8600 • Fax : 6670 8650 • Email: saraswati.investor@gcvl.in  
Website: www.saraswaticommercial.com • CIN : L51909MH1983PLC166605

28<sup>th</sup> September, 2018

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

Ref: Scrip code: 512020

Dear Sir/ Madam,

**Sub: (a) E-voting and Poll Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**(b) Scrutinizer's Report on e-voting and Poll –As per Annexure**

In compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the details regarding the voting results in the following format:

Date of 35 <sup>th</sup> Annual General Meeting		27 <sup>th</sup> September, 2018						
Total number of Shareholders on record date		963						
No. of Shareholders present in the meeting either in person or through proxy:		35						
Promoters and Promoter Group:		6						
Public:		29						
No. of Shareholders attended the meeting through Video Conferencing:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
<b>AGENDA WISE DISCLOSURE:</b>								
<b>No: 1 - Adoption of the Financial Statements and Reports thereon for the year ended March 31, 2018.</b>								
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting		715950	97.02	715950	0	100.00	0.00
	Poll	737950	0	0.00	0	0	0.00	0.00

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SARASWATI COMMERCIAL (INDIA) LTD.  
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and Promoter Group	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		715950	97.02	715950	0	100.00	0.00
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		169789	64.56	169777	12	99.99	0.01
	Poll		274	0.10	274	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	262978	170063	64.67	170051	12	99.99	0.01
<b>Total</b>		<b>1000928</b>	<b>886013</b>	<b>88.52</b>	<b>886001</b>	<b>12</b>	<b>100.00</b>	<b>0.00</b>

No: 2 - Re-appointment of Mr. V. V. Sureshkumar (DIN:00053859) who retires by rotation.

Resolution required: (Ordinary/		Ordinary Resolution						
Whether promoter/ promoter group are interested in the		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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	737950	715950	97.02	715950	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		715950	97.02	715950	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	262978	169789	64.56	169777	12	99.99	0.01
	Poll		274	0.10	274	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		170063	64.67	170051	12	99.99	0.01
<b>Total</b>		<b>1000928</b>	<b>886013</b>	<b>88.52</b>	<b>886001</b>	<b>12</b>	<b>100.00</b>	<b>0.00</b>

No: 3 - Appointment of Mr. Ritesh Zaveri (DIN: 00054741) as a (Non-Executive) Director of the company.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	737950	715950	97.02	715950	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		715950	97.02	715950	0	100.00	0.00

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Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	262978	169777	64.56	169777	0	100.00	0.00
	Poll		274	0.10	274	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		170051	64.66	170051	0	100.00	0.00
Total		1000928	886001	88.52	886001	0	100.00	0.00

**No: 4 - Approval of Related Party Transactions.**

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
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
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	737950	20808	2.82	20808	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		20808	2.82	20808	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	262978	169789	64.56	169777	12	99.99	0.01
	Poll		274	0.10	274	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		170063	64.67	170051	12	99.99	0.01
Total		1000928	190871	19.07	190859	12	99.99	0.01

Please take the same on record.

Thanking you,

Yours faithfully,

For Saraswati Commercial (India) Limited

*Avani Sanghavi*

Avani Sanghavi  
Company Secretary & Compliance Officer



## Nishant Jawa & 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)

To  
**The Chairman**  
**Saraswati Commercial (India) Limited**  
209-210, Arcadia Building, 2<sup>nd</sup> Floor,  
195, Nariman Point,  
Mumbai - 400 021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on 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 as amended by Companies (Management and Administration) Rules, 2015 and voting through ballot paper at the AGM of Saraswati Commercial (India) Limited held on Thursday, September 27, 2018 at 4.30 p.m.

I, Nishant Jawa, of M/s. Nishant Jawa & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Saraswati Commercial (India) Limited. 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 by Companies (Management and Administration) Rules, 2015 to conduct the e-voting process in respect of the below mentioned resolutions passed at the 35<sup>th</sup> AGM of Saraswati Commercial (India) Limited held on Thursday, September 27, 2018 at 4.30 p.m.

I was also appointed as the Scrutinizer to scrutinize the voting process at the said AGM held on September 27, 2018.

### Report on Scrutiny:

- 35<sup>th</sup> Annual General Meeting (AGM) of the Members of Saraswati Commercial (India) Limited was held on Thursday, September 27, 2018 at 4.30 p.m. at Oricon House, 6<sup>th</sup> Floor, 12, K. Dubhash Marg, Fort, Mumbai- 400001.
- The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. TSR Darashaw Limited is the registrar and Share Transfer Agent (RTA) of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business sought to be transacted in the 35<sup>th</sup> AGM of the Company, which was held on Thursday, September 27, 2018.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com/> The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and on the website of the service provider to facilitate their members to cast their vote through Remote E-Voting.
- The Company has sent the notices of the AGM along with the Annual report and E-Voting details by email on 3<sup>rd</sup> September, 2018 and through courier on 3<sup>rd</sup> September, 2018. The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the members was 20<sup>th</sup> September, 2018.



- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Monday, 24<sup>th</sup> September, 2018 (9:00 a.m. IST) till Wednesday, 26<sup>th</sup> September, 2018 (05:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.
- As prescribed in clause (v) of sub-rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in 'The Financial Express' newspaper dated 4<sup>th</sup> September, 2018 having country-wide circulation and in Marathi in 'Mumbai Lakshdeep' newspaper dated 4<sup>th</sup> September, 2018. The notice published in the newspaper carried the required information as specified in Sub-Rule 4 (v) (a) to (h) of the said Rule 20.
- The Company had provided voting facility to the shareholders present at the AGM through ballot paper who had not cast their vote earlier through e-voting facility.
- After the voting at the AGM was conducted, 1(one) ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently opened in my presence and in presence of the two witnesses, as mentioned below, and ballot papers were diligently scrutinized. The ballot papers were reconciled with record maintained by Registrar and Transfer Agents of the company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- After the closure of the voting at the AGM, the counting of the votes conducted at the venue of the AGM through ballot papers and the votes cast through Remote E-voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Sneha Suryavanshi and Mr. Karan Solanki who acted as the witness, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer, duly compiled the e-voting and votes tendered therein based on the data downloaded from the NSDL and voting through ballot paper at the AGM.
- I now 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.

**The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of polling papers are as under:**

**ORDINARY BUSINESSES:**

**Item no. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Consolidated & Standalone Balance Sheet as at 31<sup>st</sup> March, 2018 and Profit and Loss Account and annexures thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.



**Voting Summary:**

Details	Remote E-voting	Voting through poll/ballot paper	Total voting
Number of Members who cast their votes	35	15	50
Total number of shares held by them	885739	274	886013
Invalid votes (number of Members)	0	0	0
Invalid votes (number of shares)	0	0	0

**Voting Result:**

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	885727	99.96%	12	0.01%
Physical Voting	274	0.03%	0	0%
<b>Total</b>	<b>886001</b>	<b>99.99%</b>	<b>12</b>	<b>0.01%</b>

The votes cast in favour are more than the votes cast against the resolutions.

**Item no. 2 of the Notice (As an Ordinary Resolution)**

To appoint a Director in place of Mr. V V Sureshkumar (holding DIN: 00053859), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

**Voting Summary:**

Details	Remote E-voting	Voting through poll/ballot paper	Total voting
Number of Members who cast their votes	35	15	50
Total number of shares held by them	885739	274	886013
Invalid votes (number of Members)	0	0	0
Invalid votes (number of shares)	0	0	0

**Voting Result:**

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	885727	99.96%	12	0.01%
Physical Voting	274	0.03%	0	0%
<b>Total</b>	<b>886001</b>	<b>99.99%</b>	<b>12</b>	<b>0.01%</b>

The votes cast in favour are more than the votes cast against the resolutions.



**SPECIAL BUSINESSES:**

**Item no. 3 of the Notice (As an Ordinary Resolution)**

To appoint Mr. Ritesh Zaveri as a (Non-Executive) Director of the Company.

**Voting Summary:**

Details	Remote E-voting	Voting through poll/ballot paper	Total voting
Number of Members who cast their votes	34	15	49
Total number of shares held by them	885727	274	886001
Invalid votes (number of Members)	0	0	0
Invalid votes (number of shares)	0	0	0

**Voting Result:**

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	885727	99.97%	0	0%
Physical Voting	274	0.03%	0	0%
<b>Total</b>	<b>886001</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

The votes cast in favour are more than the votes cast against the resolutions.

**Item no. 4 of the Notice (As an Ordinary Resolution)**

To Approve Related Party Transactions.

**Voting Summary:**

Details	Remote E-voting	Voting through poll/ballot paper	Total voting
Number of Members who cast their votes	21	15	36
Total number of shares held by them	190597	274	190871
Invalid votes (number of Members)	0	0	0
Invalid votes (number of shares)	0	0	0



**Voting Result:**

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions	
	Nos.	Percentage	Nos.	Percentage
Remote E-voting	190585	99.85%	12	0.01%
Physical Voting	274	0.14%	0	0%
<b>Total</b>	<b>190859</b>	<b>99.99%</b>	<b>12</b>	<b>0.01%</b>

The votes cast in favour are more than the votes cast against the resolutions.

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of polling papers with the requisite majority and hence deemed to be passed as on date of the AGM.

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 Remote E-voting and voting conduct at AGM by way of polling papers by the members of the Company. All other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the company secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

Date: 28<sup>th</sup> September, 2018

Place: Mumbai

For Nishant Jawasa & Associates  
Company Secretaries



Nishant Jawasa  
Proprietor  
M. No. FCS 6557  
COP No. 6993

Witnesses:

1.

Ms. Sneha Suryavanshi

2.

Mr. Karan Solanki