

POOJA GANDHI

Practicing Company Secretary

Cp. No. 11351

Scrutinizer's Report

[Combined Report of E-voting, voting by Post & Poll]

September 29, 2015

To,

The Chairman of the 26th Annual General Meeting (AGM),

M/s. South Asian Enterprises Limited,

Corp off: 2nd Floor, 13, Sant Nagar,

East of Kailash,

New Delhi-110 065

Dear Sir,

Scrutinizer's Report for combined result of poll conducted at the 26th AGM of South Asian Enterprises Limited held on Saturday, 26th day of September, 2015 at 12:30 p.m., electronic voting and voting by post on agenda items of said Annual General Meeting.

1. I, Pooja Gandhi, Practicing Company Secretary, had been appointed as the Scrutinizer for conducting the scrutiny of voting by poll, post and the e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of Listing Agreement, by the Board of Directors of South Asian Enterprises Limited vide its resolution dated 10/08/2015.
2. The Company had appointed National Securities Depositories Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the members of the Company from 9.00 A.M. on Monday, 21st September, 2015 till 5.00 p.m. on Friday, 25th September, 2015. E-voting was disabled by NSDL at 5.00 p.m. on 25th September, 2015.
3. Voting rights was reckoned on the paid-up value of shares registered in the name of the member as on Friday, 18th September, 2015, the cut-off date for votes on the resolutions either by e-voting, post or poll.
4. The e-voting results were received directly from NSDL on September 28, 2015 around 12:15 p.m. as I did not receive the password to unblock the said results from NSDL due to some technical issue. For further details kindly refer to Scrutinizer's Report (for e-voting) dated September 29, 2015.

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5. As the Chairman of the 26th AGM of the Company held on Saturday, September 26, 2015 at 12:30 p.m. at Mikky House, K-Block, Kidwai Nagar, Kanpur (U.P.) 208011 you had consented to my appointment as the Scrutinizer for the Poll pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the resolutions contained in the Notice dated August 10, 2015. The poll was called for at the said AGM to facilitate members to cast their votes who could not participate in e-voting or voting by post. For further details please refer to Scrutinizer's Report for the poll in the form MGT-13 dated September 28, 2015.
6. The combined result of E-voting together with that of poll and voting by post is attached as an annexure to this report.
7. All the resolutions proposed in the agenda items of the 26th AGM stand passed in accordance with provisions of Companies Act, 2013 as per combined results.

I hereby confirm that I am maintaining the registers received from service provider both electronically and manually in respect of votes cast through e-voting, at poll and voting by post. I shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said AGM.

Thanking you,

Yours faithfully,


Pooja Gandhi
C. P. No. 11351



Place: New Delhi

Date : September 29, 2015

SOUTH ASIAN ENTERPRISES LIMITED

The combined result of E-voting, voting by Post and Poll is as under:

Resolution Numbers (Item Nos.)	Particulars	Total number of vote cast	Voted in Favour of the Resolution		Voted in Against the Resolution		Invalid Votes		Result
			Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of invalid votes cast	
Item :01 Ordinary Resolution Adoption of audited Annual Financial Statements for the F. Y. 2014-2015.	E-Voting		2387791		0		0		Passed as Ordinary Resolution
	Voting by post	2392027	0	100.0000	0	0.0000	0	0.0000	
	Poll		4236		0		0		
	Total		2392027		0		0		
Item :02 Ordinary Resolution To appoint a Director in place of Shri Anurag Bhargava, (DIN: 00115108) who retires by rotation and being eligible offers himself for reappointment.	E-Voting		2387791		0		0		Passed as Ordinary Resolution
	Voting by post	2392027	0	99.9958	0	0.0042	0	0.0000	
	Poll		4136		100		0		
	Total		2391927		100		0		
Item :03 Ordinary Resolution To appoint the Auditors and to fix their remuneration.	E-Voting		2387791		0		0		Passed as Ordinary Resolution
	Voting by post	2392027	0	99.9788	0	0.0212	0	0.0000	
	Poll		3728		508		0		
	Total		2391519		508		0		
Item :04 Ordinary Resolution Appointment of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) as Director.	E-Voting		2387791		0		0		Passed as Ordinary Resolution
	Voting by post	2392027	0	99.9833	0	0.0167	0	0.0000	
	Poll		3836		400		0		
	Total		2391627		400		0		



Resolution Numbers (Item Nos.)	Particulars	Total number of vote cast	Voted In Favour of the Resolution			Voted In Against the Resolution			Invalid Votes		Result
			Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of invalid votes cast			
Item :05 Ordinary Resolution Approval of sale of 10,00,000 Equity shares constituting 4.32% stake in VLS Capital Ltd. (the holding Company) to VLS Securities Ltd.	E-Voting		2387791		0		0				
	Voting by post	2392027	0	99.9914	0	0.0086	0	0.0000	Passed as Ordinary Resolution		
	Poll		4031		205		0				
	Total		2391822		205		0				

