

VIJAY KUMAR MISHRA

B. Com. (Hons.), A.C.A., F.C.S

PARESH D PANDYA

B. Com, A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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**Form No. MGT-13
Report of Scrutinizer(s)**

**Combined Scrutinizer's Report (E-Voting & Poll)
For SITA ENTERPRISES LIMITED**

To,
Chairman,
Annual General Meeting of
Sita Enterprises Limited
415-416, Arun Chambers,
4th Floor, Tardeo Road ,
Mumbai -400034

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote 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) Amendment Rules, 2015 and voting by poll at the Thirty Fifth Annual General Meeting of Sita Enterprises Limited held on Friday, September 28, 2018 at 9.00 a.m at 415-416, Arun Chambers, 4th Floor, Tardeo Road, Mumbai-400034.

I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Sita Enterprises 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the



35th Annual General Meeting (AGM) of Sita Enterprises Limited on Friday, September 28, 2018 at 9.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 28, 2018.

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

- a. The notice dated August 23, 2018, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the AGM of the Company.
- b. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
- c. The Company had also provided voting by way of the poll to the shareholders present at the AGM, who had not cast their vote earlier through remote e-voting facility.
- d. The shareholders of the company holding shares as on the "cut-off" date of 21st September, 2018 were entitled to electronic voting on the resolutions contained in the Notice of the AGM.
- e. The voting period for remote e-voting commenced on Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27th September, 2018 at (5.00 p.m.) and the NSDL e-voting platform was blocked thereafter.
- f. After the closure of the voting at the AGM, the report on voting done by ballot paper at the meeting was generated in my presence along with two witness who are not in employment of Company.
- g. The details of e-voting done by shareholders on remote e-voting were provided by NSDL, which were diligently scrutinized and counted.



- h. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting by the poll at the AGM.
- i. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the AGM.
- j. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the AGM in respect of the said resolutions.

Resolution No. 1: Ordinary Resolution :

To receive, consider and adopt the Audited Financial Statements of the company along with consolidated financial statements for the year ended 31-3-2018 together with the Reports of the Directors and Auditors thereon:

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
23	23,51,393	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 2: Ordinary Resolution

To appoint a director in place of Mrs. S. Tulsyan (Director Identification Number: 00659808) who retires from office by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
23	23,51,393	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 3: Ordinary Resolution

Appointment of Non Executive Director

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
23	23,51,393	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

(iii) Invalid votes.



Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 4: Ordinary Resolution

Appointment of Independent Director

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
23	23,51,393	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Resolution No. 5: Special Resolution:

Approval of newly substituted Articles of Association

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
23	23,51,393	100%

(ii) Voted against the resolution.


Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%



(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Thanking you,
Yours Faithfully



Vijay Kumar Mishra
Partner
VKM & Associates
Practising Company Secretaries

FCS: 5023 COP: 4279

Date: 28/09/2018
Place: Mumbai