

# Sunil K. Jain & Associates

## Company Secretaries

S.K. JAIN  
M.COM, FCS, ACMA, DIM,  
BAL, PGDIM, PGDFM, IP  
E - mail : sunil.jain.sk@gmail.com  
E - mail : skj13@rediffmail.com

80-D, DDA FLATS  
GULABI BAGH  
DELHI-110007  
PH : 23654801  
(M) : 9810104162

### REPORT OF SCRUTINIZER – COMBINED (ON E-VOTING & POLL)

Dated:24<sup>th</sup> September, 2018

The Chairman  
Sir Shadi Lal Enterprises Limited  
4-A, Hansalaya,  
15, Barakhamba Road,  
New Delhi-110001

Sub: Scrutinizers' Report on Remote E-Voting & Voting by Poll at the 84<sup>th</sup> Annual General Meeting of the members of SIR SHADI LAL ENTERPRISES LIMITED Held on Monday, 24<sup>th</sup> September, 2018 at PHD House, , 4/2, Siri Institutional Area, August Kranti Marg, Opposite Asian Games Village , New Delhi-110016

Dear Sir,

I, Sunil Kumar Jain Proprietor of M/s Sunil K. Jain & Associates, Company Secretaries (FCS-4089; C.P.No. 4079) have been appointed as the Scrutinizer by:

The Board of Directors of SIR SHADI LAL ENTERPRISES LIMITED vide resolution dated 23<sup>rd</sup> July, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 21<sup>st</sup> September, 2018 to 23<sup>rd</sup> September, 2018 and Voting at the Annual General Meeting on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 84<sup>th</sup> AGM of the members of the Company, held on 24<sup>th</sup> September, 2018.

Based on the data downloaded from the Official website of the NSDL for the E-Voting process and Ballot papers, I now submit combined report (E-voting and Poll) as under:

*Rajiv*



Item No:1

Approval and Adoption of Audited Balance sheet as at 31/03/2018 and the Statement of Profit & Loss Account of the Company for the Financial year ended on that date and the Reports of the Directors and Auditors thereon (Ordinary Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	62	2878662	2879177	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

## RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed unanimously.

*Arora*



Item No:2

Appointment of Director in place of Smt. Radhika Vishwanathan (DIN: 06436444) who retires by rotation and being eligible offers herself for reappointment (Ordinary Resolution):

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	60*	1543526	1544041	100

\*Smt. Radhika Vishwanathan and Sh. Vivek Viswanathan , a relative of Smt. Radhika Vishwanathan , being deemed to be interested in this item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

## RESULT

As all the votes have been cast in favour of the resolution , I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the AGM is passed unanimously.



Item No:3

Appointment of Director in place of Sh. Vivek Viswanathan (DIN: 00141053) who retires by rotation and being eligible offers himself for reappointment (Ordinary Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	60*	1543526	1544041	100

\* Sh. Vivek Viswanathan and Smt. Radhika Vishwanathan , a relative of Sh. Vivek Viswanathan , being deemed to be interested in this item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed unanimously.

*Datta*



Item No: 4

Appointment of M/s M. SHARAN GUPTA & CO. , Chartered Accountants, (FRN:06430N) ,as Statutory Auditors, to hold office from the conclusion of 84<sup>th</sup> Annual General Meeting till the conclusion of the 88<sup>th</sup> Annual General Meeting of the Company , at such remuneration plus GST, out-of-pocket and traveling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors . (Ordinary Resolution) :

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	62	2878662	2879177	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

**RESULT**

As all the votes have been cast in favour of the resolution,I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passedunanimously.

*Datta*



Item No: 5

Approval of remuneration of Mr. Rishi Mohan Bansal, Cost Auditors, for the financial year ending 31<sup>st</sup> March, 2019 (Ordinary Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E-Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	62	2878662	2879177	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E-Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E-Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

## RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed unanimously.

Item No: 6

Reappointment of Sh. Rahul Lal as Executive Director of the Company for a further period of Five years w.e.f. 01.07.2018 to 30.06.2023 and approval of his remuneration including commission and perquisites (Special Resolution):

*Rahul*



(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	58*	1357068	1357583	100

\*Sh. Rajat Lal and Smt. Poonam Lal both relatives of Sh. Rahul Lal , being deemed to be interested in this item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

RESULT

As all the votes have been cast in favour of the resolution,I report that the Special Resolution with regard to Item no.6 as set out in the Notice of the AGM is passed unanimously.

*Datta*



Item No: 7

Approval of Related Party Transactions at arm length basis made by the Company for unsecured loan of Rs.5 Crores each from Managing Director and Joint Managing Director for completion of Sugar expansion Project in time on interest of 9.50% per annum on quarterly rests on reducing quarterly basis. (Special Resolution)

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	515	56*	21932	22447	100

\*Sh. Rajat Lal , Sh. Vivek Viswanathan and their relatives being deemed to be interested in this item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	3	193	193

## RESULT

As all the votes have been cast in favour of the resolution,I report that the Special Resolution with regard to Item no.7 as set out in the Notice of the AGM is passed unanimously.

*Dau*





A list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant record relating to E- Voting and poll were sealed and handed over to the Company Secretary for safe keeping.

Place: NEW DELHI  
Date: 24<sup>th</sup> September, 2018

For SUNIL K. JAIN & ASSOCIATES  
Company Secretaries  
S.K. Jain  
S.K. Jain  
Proprietor  
DELHI FCS 4089; CP 4079



Dadu