

## REPORT OF SCRUTINIZER

## [E - VOTING]

[Pursuant to Clause 35B of Listing Agreement and Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairperson,  
Savani Financials Limited,  
91, Mantra House, Marol Co-Op. Industrial Estate,  
MV Road, Andheri (East),  
Mumbai 400059.

Dear Sir,

I, Prabha Sharma, Practising Company Secretary, appointed as a Scrutinizer for the 30<sup>th</sup> (Thirtieth) Annual General Meeting of the Equity Shareholders of "Savani Financials Limited" to be held on Monday, the 29th September, 2014 at 11.15 a.m. at 21, Marol Co-Op. Industrial Estate, M.V. Road, Andheri (East), Mumbai - 400059 for the purpose of voting by electronic means on the resolutions set out in the Notice dated 14<sup>th</sup> August, 2014, submit my report as under:-

1. Pursuant to Sections 101, 108 of the Companies Act 2013 (the 'Act') and Clause 3(i) of Rule 20 of the Companies (Management & Administration) Rules, 2014 the Notice convening the meeting including Statement under Section 102 of the Act has been dispatched by registered post to all the members on 6<sup>th</sup> September, 2014 and by email on 8<sup>th</sup> September, 2014 to those members who have registered their email IDs with the Company/Depository. The said Notice

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was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by Central Depository Services India Limited (CDSL).

2. The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English and a vernacular newspaper having wide circulation on the 10<sup>th</sup> September, 2014.
3. The e-voting period commenced on 24<sup>th</sup> September, 2014 at 9.00a.m and ended on 25<sup>th</sup> September, 2014 at 6.00 p.m.
4. Accordingly, the electronic votes cast were taken into account and at the end of the voting period, on 25<sup>th</sup> September, 2014 at 6.00 p.m., the CDSL portal was blocked for voting.
5. The votes cast were unblocked by me in the presence of two witnesses, namely Ms. Sejal Bisra residing at 206, C - Wing, B Building SaiDarshan CHS Ltd., Opp: Mulji Nagar, Rambaug Lane, Borivali (West), Mumbai - 400092 and Mr. Mayuresh Gawade residing at 13/76 Suniti C.H.S, Shivai Nagar, Thane(W) - 400606 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.



(Sejal Bisra)



(Mayuresh Gawade)

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6. A Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number or Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the lists of shares with differential voting rights did not arise.
7. Based on the results made available to me, 3 (Three) members have cast their vote on e-voting platform and I have annexed with this Report the details and analysis of the e-voting results for each of the 6 (six) agenda items contained in the said Notice.
8. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for each resolution is enclosed.
9. The data sheet relating to e-voting and other related papers/registers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Sincerely,



**Prabha Sharma**  
(Practising Company Secretary)



**PRABHA SHARMA**  
PRACTISING COMPANY SECRETARY  
MEMBERSHIP No. FCS 3695  
COP No. 2603

FCS NO.: 3695

CP NO.: 2603

Thane, 26<sup>th</sup> September 2014

**DETAILS OF RESOLUTION WISE E-VOTES CAST BY THE SHAREHOLDERS OF  
SAVANI FINANCIALS LIMITED.**

<b>Agenda no: 1</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Adoption of the Audited Financial Statements including Balance Sheet as on 31 <sup>st</sup> March, 2014, the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	3	1060	100.00
Assent	3	1060	100.00
Dissent	0	0	0
Abstain	0	0	0
Total	3	1060	100.00



<b>Agenda no: 2</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	To appoint a director in place of Mr. Manish Chaudhari (DIN00516641), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	3	1060	100.00
Assent	3	1060	100.00
Dissent	0	0	0
Abstain	0	0	0
Total	3	1060	100.00



**PRABHA SHARMA**  
PRACTISING COMPANY SECRETARY  
MEMBERSHIP No. FCS 3695  
COP No. 2603

<b>Agenda no: 3</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	To appoint M/s. SCA and Associates (Erstwhile P.P.Bhandari and Co.) as statutory auditors for the Financial Year 2014-15.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	3	1060	100.00
Assent	3	1060	100.00
Dissent	0	0	0
Abstain	0	0	0
Total	3	1060	100.00



<b>Agenda no: 4</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mrs. Deepa Tracy (DIN: 00516615) as Managing Director of the Company, for a period of 5 (five) years with effect from August 14, 2014.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	3	1060	100.00
Assent	3	1060	100.00
Dissent	0	0	0
Abstain	0	0	0
Total	3	1060	100.00



**PRABHA SHARMA**  
PRACTISING COMPANY SECRETARY  
MEMBERSHIP No. FCS 3695  
COP No. 2603

<b>Agenda no: 5</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mr. Samir Ramakant Mehta (DIN00398813), as an Independent Director of the Company from 29 <sup>th</sup> September 2014 to 31 <sup>st</sup> March 2019.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	3	1060	100.00
Assent	3	1060	100.00
Dissent	0	0	0
Abstain	0	0	0
Total	3	1060	100.00



<b>Agenda no: 6</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mr. Suresh Madhav Mhatre (DIN00002853) as an Independent Director of the Company from 29 <sup>th</sup> September 2014 to 31 <sup>st</sup> March 2019.

Particulars	Number of Shareholders who opted for e-voting	Number of votes contained in the e-votes cast	Percentage of total
Total votes cast	3	1060	100.00
Assent	3	1060	100.00
Dissent	0	0	0
Abstain	0	0	0
Total	3	1060	100.00



**PRABHA SHARMA**  
PRACTISING COMPANY SECRETARY  
MEMBERSHIP No. FCS 3695  
COP No. 2603



## REPORT OF SCRUTINIZER

(Form No. MGT-13)

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

To,  
The Chairperson,  
Savani Financials Limited,  
91, Mantra House, Marol Co-Op. Industrial Estate,  
M.V. Road, Andheri (East),  
Mumbai 400059.

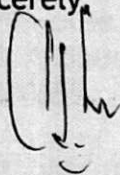
I, Prabha Sharma, Practising Company Secretary, appointed as Scrutinizer vide resolution dated 14<sup>th</sup> August, 2014, for the purpose of the poll taken on the annexed Resolutions at the 30<sup>th</sup> (Thirtieth) Annual General Meeting of the Equity Shareholders of "Savani Financials Limited" held on Monday, the 29th September, 2014 at 11.15 a.m. at 21, Marol Co-Op. Industrial Estate, M.V. Road, Andheri (East), Mumbai - 400059 submit my report as under:-

1. After the time fixed for closing of the poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identifications marks placed by me.
2. The locked ballot box was subsequently opened in my presence and Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. Result of the poll is annexed herewith Resolution-wise.
5. Soft copy of the list of equity shareholders who have voted "FOR", "AGAINST" and those whose votes were declared invalid for each Resolution has been provided to the Company Secretary of the Company.
6. The Poll papers and other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Sincerely,



**Prabha Sharma**  
(Practising Company Secretary)

FCS NO.: 3695

CP NO. : 2603

Thane, 29<sup>th</sup> September 2014.





**DETAILS OF VOTES CAST IN THE POLL, RESOLUTION WISE  
SAVANI FINANCIALS LIMITED.**

<b>Agenda no: 1</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Adoption of the Audited Financial Statements including Balance Sheet as on 31 <sup>st</sup> March, 2014.

Particulars	Number of Shareholders	Number of votes	Percentage of total valid votes cast
Total votes cast	32	2144890	
Assent (For)	30	2144830	100.00
Dissent (Against)	0	0	0
Invalid	2	60	
Abstain	0	0	



Note: 60 (sixty) votes cast by 2 (two) shareholders have been considered as invalid since they have already exercised their vote through E-Voting.

<b>Agenda no: 2</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	To appoint a Director in place of Mr. Manish Chaudhari (DIN00516641), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Shareholders	Number of votes	Percentage of total valid votes cast
Total votes cast	30	53840	
Assent (For)	28	53780	100.00
Dissent (Against)	0	0	0
Invalid	2	60	
Abstain	0	0	

Note: Number of e-votes cast excludes 20,91,050 shares cast by 2(two) related parties.

60 (sixty) votes cast by 2 (two) shareholders have been considered as invalid since they have already exercised their vote through E-Voting.



<b>Agenda no: 3</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	To appoint M/s. SCA and Associates (Erstwhile P.P.Bhandari and Co.) as statutory auditors for the Financial Year 2014-15.

Particulars	Number of Shareholders	Number of votes	Percentage of total valid - votes cast
Total votes cast	32	2144890	
Assent (For)	30	2144830	100.00
Dissent (Against)	0	0	0
Invalid	2	60	
Abstain	0	0	



Note: 60 (sixty) votes cast by 2 (two) shareholders have been considered as invalid since they have already exercised their vote through E-Voting.

<b>Agenda no: 4</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mrs. Deepa Tracy (DIN: 00516615) as Managing Director of the Company, for a period of 5 (five) years with effect from August 14, 2014.

Particulars	Number of Shareholders	Number of votes	Percentage of total valid votes cast
Total votes cast	31	1099365	
Assent (For)	30	1099305	100.00
Dissent (Against)	0	0	0
Invalid	2	60	
Abstain	0	0	

Note: Number of e-votes cast excludes 10,45,525 shares cast by 1(one) related party.

60 (sixty) votes cast by 2 (two) shareholders have been considered as invalid since they have already exercised their vote through E-Voting.





<b>Agenda no: 5</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mr. Samir Ramakant Mehta (DIN00398813), as an Independent Director of the Company.

Particulars	Number of Shareholders	Number of votes	Percentage of total valid votes cast
Total votes cast	32	2144890	
Assent (For)	30	2144830	100.00
Dissent (Against)	0	0	0
Invalid	2	60	
Abstain	0	0	



**Note:** 60 (sixty) votes cast by 2 (two) shareholders have been considered as invalid since they have already exercised their vote through E-Voting.

<b>Agenda no: 6</b>	<b>Type of Resolution: Ordinary Resolution</b>
<b>Subject</b>	Appointment of Mr. Suresh Madhav Mhatre (DIN00002853) as an Independent Director of the Company.

Particulars	Number of Shareholders	Number of votes	Percentage of total valid votes cast
Total votes cast	32	2144890	
Assent (For)	30	2144830	100.00
Dissent (Against)	0	0	0
Invalid	2	60	
Abstain (Partially)	0	0	

**Note:** 60 (sixty) votes cast by 2 (two) shareholders have been considered as invalid since they have already exercised their vote through E-Voting.



**Scrutinizer's Consolidated Report for E-voting and Poll for Savani Financials Limited**

To,  
The Chairperson,  
Savani Financials Limited,  
91, Mantra House, Marol Co-Op. Industrial Estate,  
M.V.Road, Andheri (East),  
Mumbai 400059.

**Sub: Passing of Resolutions through Electronic voting and Poll conducted at the 30<sup>th</sup> (Thirtieth) Annual General Meeting of Savani Financials Limited**

Dear Sir,

I, Prabha Sharma, Practising Company Secretary, had been appointed as Scrutinizer for Electronic Voting and also for the purpose of the Poll conducted on Resolutions passed at the 30<sup>th</sup> (Thirtieth) Annual General Meeting held on Monday, 29<sup>th</sup> September, 2014.

1. The members of the company were given an option to vote electronically on e-voting platform, provided by Central Depository Services India Limited (CDSL), from 24<sup>th</sup> September, 2014 at 9.00 a.m till 25<sup>th</sup> September, 2014 at 6.00 p.m. The E-voting results were unblocked by me on 25<sup>th</sup> September, 2014 at 6.10 p.m., in the presence of two witnesses. My detailed Scrutinizer's report dated 26<sup>th</sup> September, 2014 on E-voting is attached herewith.
2. At the Annual General Meeting, the Company facilitated the members present in the meeting who could not exercise their votes through e-voting, to record their votes through poll process. My detailed Scrutinizer's Report dated 29<sup>th</sup>



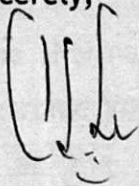


September, 2014 in Form MGT-13 on Poll conducted at the Annual General Meeting is also attached herewith.

3. A consolidated report on details of voting done on all Resolutions is attached herewith.
4. I confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio Number or Client ID of the shareholders, number of shares held by them, nominal value of such shares and the data sheet, papers/registers relating to e-voting, poll and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Sincerely,



**Prabha Sharma**  
(Practising Company Secretary)



FCS NO.: 3695  
CP NO. : 2603  
Thane, 29<sup>th</sup> September 2014



**DETAILS OF COMBINED VOTES CAST THROUGH EVOTING AND POLL OF  
SAVANI FINANCIALS LIMITED**

Res. No.	Resolution	Total Valid Votes	E-voting		Poll		Total				Remark
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(d+f)		(e+g)		
		Shares (d + e + f + g)	Assent/ For (Shares)	Dissent/ Against (Shares)	Assent/ For (Shares)	Dissent/ Against (Shares)	Assent/ For		Dissent/ Against		
							(Shares)	%	(Shares)	%	
	<b>ORDINARY RESOLUTIONS</b>										
1	Adoption of the Audited Financial Statements including Balance Sheet as on 31 <sup>st</sup> March, 2014, the statement of Profit & Loss Account for the year ended on that date and the report of Board of Directors and Auditors thereon.	2145890	1060	0	2144830	0	2145890	100.00	0	0	Passed with requisite majority
2	To appoint a director in place of Mr. Manish Chaudhari (DIN00516641), who retires by rotation and being eligible, offers himself for re-appointment.	54840	1060	0	53780	0	54840	100.00	0	0	Passed with requisite majority



3	To appoint M/s. SCA and Associates (Erstwhile P.P.Bhandari and Co.) as statutory auditors for the Financial Year 2014-15.	2145890	1060	0	2144830	0	2145890	100.00	0	0	Passed with requisite majority
4	Appointment of Mrs. Deepa Tracy (DIN: 00516615) as Managing Director of the Company, for a period of 5 (five) years with effect from August 14, 2014.	1100365	1060	0	1099305	0	1100365	100.00	0	0	Passed with requisite majority
5	Appointment of Mr. Samir Ramakant Mehta (DIN00398813), as an Independent Director of the Company.	2145890	1060	0	2144830	0	2145890	100.00	0	0	Passed with requisite majority
6	Appointment of Mr. Suresh Madhav Mhatre (DIN00002853) as an Independent Director of the Company.	2145890	1060	0	2144830	0	2145890	100.00	0	0	Passed with requisite majority

  
**PRABHA SHARMA**  
 PRACTISING COMPANY SECRETARY  
 MEMBERSHIP No. FCS 369  
 COP No. 2603

