



ANKITA & CO.

COMPANY SECRETARIES

Report of Scrutinizer on E-voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014]


To,
The Chairman
Sonal Mercantile Limited
372, Vardhman Plaza, III Floor,
Sector-3, Rohini, New Delhi-110085


Extraordinary General Meeting of the Equity Shareholders of Sonal Mercantile Limited held on 15th March, 2019 at 09:00 A.M. at registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085

Dear Sir,

I Ankita Jain, Practicing Company Secretary having office at 22/26 A, Moti Nagar, New Delhi-110015, was appointed as Scrutinizer by the Board of Directors' vide resolution dated February 14, 2019, for the purpose of scrutinizing the electronic voting ("E Voting") process and ascertaining the requisite majority on E-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (Amendment Rules, 2015) in respect of below mentioned resolutions proposed at the Extraordinary General Meeting of the Equity Shareholders of Sonal Mercantile Limited, held on 15th March, 2019 at 09:00 A.M., submit my report as under:

1. The Notice dated February 14, 2019 for convening of Extraordinary General Meeting (EGM) of the Company along with the statement setting out material facts under Section 102 of the Companies Act, 2013, were sent to the members in respect of the Resolutions mentioned below in serial no. 3 (iv) of the Report and passed at the EGM of the Company held on 15th March, 2019 at 09:00 A.M.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the EGM of the members of the Company. My responsibility as a Scrutinizer for E-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of the EGM, based on the reports generated from the E-Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - (i) The E-voting period was commenced on Tuesday, 12th March, 2019 (10:00 A.M.) and ends on Thursday, 14th March, 2019 (05:00 P.M.)
 - (ii) The members of the Company as on the Cut-off date i.e. 08th March, 2019 were entitled to vote on the resolutions as mentioned in the Notice of EGM.
 - (iii) The votes cast were unblocked on 15th March, 2019 in presence of two witnesses, Mr. Gavendra Singh and Ms. Anshu Singh who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Gavendra Singh


Anshu Singh

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(iv) Thereafter, the details containing inter alia, list of members, who voted "for" and "against" each of the resolutions that were put to vote, were generated from the E-voting website of NSDL i.e. www.evoting.nsdl.com and based on such report, the result of e-voting is as under:

a. Resolution No. 1.

Regularization of Additional Director, Mr. Rajan Goyal as Director (Non-Executive) on the Board of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	68	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

b. Resolution No. 2.

Regularization of Additional Independent Director, Ms. Tanisha Bhagat as Non-Executive, Independent Director on the Board of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	68	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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c. Resolution No. 3

Ratification of Appointment of Mr. Vikram Goyal as Whole Time Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	68	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d. Resolution No. 4

Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	68	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





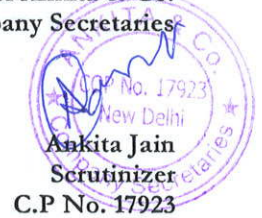
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4. The Registers, all other papers and relevant records relating to E-voting shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the EGM and the same shall be handed over to the Chairman for safe keeping.

Thanking you,
Yours Faithfully
For Ankita & Co.
Company Secretaries

Place: New Delhi
Date: 15th March, 2019





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FORM No. MGT-13

Report of Scrutinizer

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

To
The Chairman
Sonal Mercantile Limited
372, Vardhman Plaza, III Floor,
Sector-3, Rohini, New Delhi-110085

Extraordinary General Meeting of the Equity Shareholders of Sonal Mercantile Limited held on 15th March, 2019 at 09:00 A.M. at registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085

Dear Sir,

I Ankita Jain, Practicing Company Secretary having office at 22/26 A, Moti Nagar, New Delhi-110015, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extraordinary General Meeting of the Equity Shareholders of Sonal Mercantile Limited, held on 15th March, 2019 at 09:00 A.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification 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 Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

a. Resolution No. 1.

Regularization of Additional Director, Mr. Rajan Goyal as Director (Non-Executive) on the Board of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5690400	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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b. Resolution No. 2.

Regularization of Additional Independent Director, Ms. Tanisha Bhagat as Non-Executive, Independent Director on the Board of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5690400	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

c. Resolution No. 3

Ratification of Appointment of Mr. Vikram Goyal as Whole Time Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5690400	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





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d. Resolution No. 4

Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5690400	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.
- All of the above mentioned resolutions have been passed with requisite majority.

Place: New Delhi
Date: 15th March, 2019

Thanking You
Yours Faithfully
For Ankita & Co.
Company Secretaries
COP No. 17923
New Delhi
Ankita Jain
Scrutinizer
C.P No. 17923



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Report of Scrutinizer – Consolidated

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Sonal Mercantile Limited
372, Vardhman Plaza, III Floor,
Sector-3, Rohini, New Delhi-110085

Extraordinary General Meeting of the Equity Shareholders of Sonal Mercantile Limited held on 15th March, 2019 at 09:00 A.M. at registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085

Subject: Consolidated Scrutinizer's Report on Remote E-voting & Voting through Poll

Dear Sir

I Ankita Jain (Practicing Company Secretary), appointed as Scrutinizer by the Board of Directors of Sonal Mercantile Limited ('the Company') for the purpose of scrutinizing E-voting Process & Voting through Poll at the Extraordinary General Meeting, pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolutions as set forth in the Notice of the Extraordinary General Meeting of the members of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and by poll on the resolutions contained in the Notice of the EGM of the members of the Company. My responsibility as a Scrutinizer for E-voting process and for the poll at EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions passed in the said EGM, based on the reports generated from the E-Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide E-voting facilities, engaged by the Company and Poll made by the Shareholders at the EGM.

I have issued separate Scrutinizer's Report dated 15th March, 2019 on the E-Voting and on the Poll on the resolutions contained in the Notice of the EGM dated 14th February, 2019. Now, I am submitting herewith my Consolidated Scrutinizer's Report (E-Voting and poll) as under:

Resolution No. 1

Regularization of Additional Director, Mr. Rajan Goyal as Director (Non-Executive) on the Board of the Company (Ordinary Resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	68	0.001
Voting by Poll	44	5690400	99.999
Total	51	5690468	100.000

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Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

Resolution No. 2

Regularization of Additional Independent Director, Ms. Tanisha Bhagat as Non-Executive, Independent Director on the Board of the Company (Ordinary Resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	68	0.001
Voting by Poll	44	5690400	99.999
Total	51	5690468	100.000

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

Resolution No. 3

Ratification of Appointment of Mr. Vikram Goyal as Whole Time Director of the Company (Special Resolution)

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Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	68	0.001
Voting by Poll	44	5690400	99.999
Total	51	5690468	100.000

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

Resolution No. 4

Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	68	0.001
Voting by Poll	44	5690400	99.999
Total	51	5690468	100.000

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

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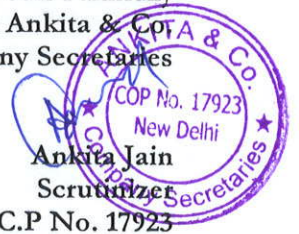
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All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of EGM held on 15th March, 2019 and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You

Yours Faithfully

For Ankita & Co.
Company Secretaries



Ankita Jain

Scrutinizer

C.P No. 17923

Place: New Delhi
Date: 15th March, 2019