

B.NAIR & COMPANY

COMPANY SECRETARY IN PRACTICE

The Board of Directors
M/s. Sahu Jain Limited,
16 A, Lajpat Nagar - IV,
New Delhi - 110 024

4th October, 2016

SCRUTINIZER'S REPORT.

Dear Sirs,

Sub : Consolidated Scrutinizer's Report on Postal Ballot and remote- E-voting conducted pursuant to the Provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) in respect of passing of the resolutions contained in the Notice dated 24th August, 2016 through Postal Ballot.

I, B. Unnikrishnan Nair, Proprietor of B Nair and Company, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Sahu Jain Limited, pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) to conduct Postal Ballot and remote E-voting process in respect of the below mentioned resolution proposed through Postal Ballot.

In accordance with the Notice of Postal Ballot dated 24th August, 2016 dispatched to the Shareholders by prescribed mode and the Advertisement published on 6th September, 2016 pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended), the voting commenced on Sunday, 4th September, 2016 (9.00 a.m. IST) and ended on Monday, 3rd October, 2016 (5.00 p.m. IST) for physical ballots and as well as for e-voting.

The e-voting facility was provided by Central Depository Services Limited (CDSL). The votes were unblocked on 3rd October, 2016 around 6.00 P.M. in the presence of two witness viz. Mr. Aditya Krishnan (Aadhaar No. 4468 6869 8032) and Mrs. Ganga U Nair (Aadhaar No. 6810 1017 6789, who are not in the employment of the Company.

I, now, submit my consolidated report as under on the result of remote e-voting, and physical ballot papers, in respect of resolution contained in the Notice of Postal Ballot.

1. After the time fixed for closing of the e-voting i.e. 5.00 p.m. on 3rd October, 2016, a final electronic report of the e-voting was generated by accessing the data available from the website i.e. <https://www.evotingindia.com> of Central Depository Services Limited, the authorized agency to provide e-voting facility. Data regarding the e-voting was diligently scrutinized.



Corp. Office : 3 Pretoria Street, 4th floor, Kolkata - 700 071.
Regd. Office: L - 73/1, Sarsuna Satellite Township Phase - 1, Kolkata - 700 061
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- The Physical Postal Ballot received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on 3rd October, 2016 were diligently scrutinized and reconciled with the records maintained by the Company/RTA and the authorizations/power of attorney etc. lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by Physical ballot. There were no invalid Ballots.
- The result of the Postal Ballot voting including by electronic voting in respect of passing of resolution contained in the Notice Dated 24th August, 2016 through postal ballot is as under :

Resolution No. 1, Special Resolution

Voluntary De-listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited

(i) Voted "in Favour" of the resolution

| | Total Number of Members exercised their votes | Total Number of vote cast by them (Shares) | % of total number of valid votes. |
|--------------------------|---|--|-----------------------------------|
| Remote E-voting | 12 | 39,800 | 88.80 |
| Voting by Postal Ballot. | 7 | 4,920 | 10.98 |
| Total | 19 | 44,720 | 99.78 |

(ii) Voted "against" the resolution

| | Total Number of Members exercised their votes | Total Number of vote cast by them (Shares) | % of total number of valid votes. |
|--------------------------|---|--|-----------------------------------|
| Remote E-voting | 1 | 100 | 0.22 |
| Voting by Postal Ballot. | 0 | 0 | 0.00 |
| Total | 1 | 100 | 0.22 |

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(iii) Invalid votes.

| | Total Number of Members exercised their votes | Total Number of vote cast by them (Shares) |
|--------------------------|---|--|
| Remote E-voting | NA | NA |
| Voting by Postal Ballot. | 0 | 0 |
| Total | 0 | 0 |

Further, the number of votes cast by Public Shareholders in favour of the Special Resolution being greater than two times of the number of votes cast by the Public Shareholders against the Special Resolution, the requirements of provision relating to Regulation 8(1)(b) of the Securities and Exchange Board of India(Delisting of Equity Shares) Regulations,2009 is complied with, as detailed below :-

| Particulars | No. of Postal Ballot Forms. | No. of Equity Shares of Nominal Value of Rs. 10/- each(Votes) | % Votes of total votes cast. |
|--|-----------------------------|---|------------------------------|
| Total Valid Postal Ballots and E-votes received | 20 | 44,820 | 100.00 |
| Less:Promoter's Shareholding | 0 | 0 | 0.00 |
| Public Shareholding through Postal Ballots and E-votes received. | 20 | 44,820 | 100.00 |
| Assented to Resolution out Of Public Shareholding. | 19 | 44,720 | 99.78 |
| Dissented to Resolution out of Public Shareholding. | 1 | 100 | 0.22 |

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The final analysis combining the e-voting and voting by postal ballot is given below. The Register, all other papers and relevant records relating to remote e-voting and voting by postal ballot shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for safe custody.

THE FINAL ANALYSIS OF VOTING BY POSTAL BALLOT INCLUDING E-VOTING IS AS UNDER :-

| Resolution No. | Particulars | Total Number of Shares Voted | Voted in Favour | Percentage (in favour) | Voted Against | Percentage (against) | Result |
|----------------|---|------------------------------|-----------------|------------------------|---------------|----------------------|-----------|
| 1. | Voluntary De-listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited | 44,820 | 44,720 | 99.78 | 100 | 0.22 | Approved. |

Based on the above information, you may kindly announce the results.

Thanking you,

Yours faithfully,



B. UNNIKRISHNAN NAIR
Proprietor
B Nair and Company
Company Secretary in Practice
(Membership No. FCS 5546 C.P. No. 10778)



Amita Gola
Director
DIN: 01088321

Dated : 4th October, 2016
Kolkata- 700061

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We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Securities Limited(CDSL)(<https://www.evotingindia.com>) in our presence.

Aditya Krishna

Mr. Aditya Krishnan

Ganga U. Nair

Mrs. Ganga U Nair



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