

Grishma Khandwala

Company Secretary

7/4, Indian Mercantile Mansions,
Madam Cama Road, Mumbai - 400 039.
Telephone : 2202 1256
Mobile : 98201 21028
E-mail : gkhandwala@yahoo.com

To,
Mr. Nandlal Sanghai
Polo Queen Industrial and Fintech Limited
CIN No. L72200MH1984PLC094539
303/04/05 A to Z Industrial Estate,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai -400013

Dear Sir,

Sub : CONSOLIDATED SCRUTINIZERS' REPORT

I, Mrs. Grishma Khandwala, Practicing Company Secretary, having address at 7/4 Oriental Mansions, Madam Cama Road, Mumba – 400039, was appointed as Scrutinizer by the Board of Directors of Polo Queen Industrial and Fintech Limited ("the Company") at their meeting held on 2nd March, 2016 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules, 2015, for the purpose of:

- I. Scrutinizing the remote E-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and;
- II. Scrutinizing the voting through poll at the Extra Ordinary General Meeting (EGM), on the resolutions contained in the Notice dated 2nd March, 2016 of the EGM of the Company, held on Wednesday 30th March, 2016 at 12 Noon at the 303/04/05 A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai -400013.

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the EGM of the members of the Company and voting at the meeting. My Responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or remain "absent /invalid", if any on the resolutions contained in the Notice of EGM, based on the reports generated from the e-voting system provided by Central Depository Services Limited and based on the voting at the EGM.

The Company has made arrangements with Central Depository Services Limited for providing a system of voting by the Members electronically through remote e-voting.

The Members of the Company holding shares as on the cut-off date (i.e. Tuesday 22nd March, 2016) were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.

I have issued separate Scrutinizer's Report dated 30th March, 2016 (a) on voting by Electronic means (i.e. Remote e-voting), and (b) on voting through poll, on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the Company. I submit herewith my



Residence : B-31, Diamond Count, 40, Nepeansea Road, Mumbai - 400 036.

Telephone : 2363 6329

Grishma Khandwala

consolidated scrutinizer's Report on the voting through electronic means (remote e-voting) and poll voting at EGM.

Resolution No.1 ORDINARY RESOLUTION

Increase in authorized share capital from Rs. 67,15,00,000/- to Rs. 90,00,00,000/-

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
E-voting	60210150	100%	0	0	0
Poll	150	100%	0	0	0
Total	60210300	100%	0	0	0

Resolution No.2 SPECIAL RESOLUTION

Alteration of Clause V of the Memorandum of Association.

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
E-voting	60210150	100%	0	0	0
Poll	150	100%	0	0	0
Total	60210300	100%	0	0	0

Resolution No.3 SPECIAL RESOLUTION

Alteration of Clause 4 of the Articles of Association.

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
E-voting	60210150	100%	0	0	0
Poll	150	100%	0	0	0
Total	60210300	100%	0	0	0

The electronic data and all other relevant records relating to electronic voting is under my safe



Grishma Khandwala

custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting.

Thanking you,

Yours faithfully

Grishma Khandwala

GRISHMA KHANDWALA

Company Secretary

ACS No. 6515

C.P. No. 1500

Place : Mumbai

Date: 30th March, 2016

Annexure

Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in Favour (4)	No. of votes - Against (5)	% of votes in Favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
1	Promoter & Promoter Group	60210150	60210150	100	60210150	0	100	0
1	Institutions	0	0	0	0	0	0	0
1	Public – Others	150	150	100	150	0	100	0
	Total for Resolution 1	60210300	60210300	100	60210300	0	100	0
2	Promoter & Promoter Group	60210150	60210150	100	60210150	0	100	0
2	Institutions	0	0	0	0	0	0	0
2	Public – Others	150	150	100	150	0	100	0
	Total for Resolution 2	60210300	60210300	100	60210300	0	100	0
3	Promoter & Promoter Group	60210150	60210150	100	60210150	0	100	0
3	Institutions	0	0	0	0	0	0	0
3	Public – Others	150	150	100	150	0	100	0
	Total for Resolution 3	60210300	60210300	100	60210300	0	100	0



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FORM No. MGT-13

Report of Scrutinizer's

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

To,
Mr. Nandlal Sanghai
Polo Queen Industrial and Fintech Limited
CIN No. L72200MH1984PLC094539
303/04/05 A to Z Industrial Estate,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai -400013

Dear Sir,

Sub : REPORT ON REMOTE E-VOTING

I, Mrs. Grishma Khandwala, Practicing Company Secretary, having address at 7/4 Oriental Mansions, Madam Cama Road, Mumba – 400039, was appointed as Scrutinizer by the Board of Directors of Polo Queen Industrial and Fintech Limited ("the Company") at their meeting held on 2nd March, 2016 under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules, 2015, for conducting the remote e-voting proceedings in a fair and transparent manner, in respect of the resolutions as set out in the notice dated 2nd March, 2016 issued by the Company to its members.

In this context, I hereby submit my report as under:

1. In accordance with the Notice of EGM sent to the Equity Shareholders, the voting through electronic (Remote e-voting) means was started on Saturday 26th March, 2016 at 9.00 A.M. and ended on Tuesday 29th March, 2016 at 5.00 P.M. being last date fixed by the Company for receipt of votes, and all the votes received up to the said date and time were considered for my scrutiny.
2. The Equity Shareholders holding shares as on cut-off date i.e. Tuesday 22nd March, 2016 were entitled to vote on the resolutions as stated in the Notice of EGM of the Company.
3. The votes were unblocked on Wednesday 30th March, 2016 in the presence of Mr. Santosh Khandekar and Mrs. Sunita Merchande who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.



Grishma Khandwala

4. The e-voting results/list downloaded from the website of Central Depository Services Limited (www.evotingindia.co.in) is being handed over to the Chairman of the Company along with this report.
5. The result of the e-voting is as under:

Resolution No.1 ORDINARY RESOLUTION

Increase in authorized share capital from Rs. 67,15,00,000/- to Rs. 90,00,00,000/-

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
E-voting	60210150	100%	0	0	0

Resolution No.2 SPECIAL RESOLUTION

Alteration of Clause V of the Memorandum of Association.

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
E-voting	60210150	100%	0	0	0

Resolution No.3 SPECIAL RESOLUTION

Alteration of Clause 4 of the Articles of Association.

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
E-voting	60210150	100%	0	0	0



Grishma Khandwala

The Register giving full particulars of all votes (casted electronically) received, is enclosed for your perusal and record.

The said register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extraordinary General Meeting and thereafter the same shall be handed over to the Chairman of the Company.

The Company may accordingly declare the results of E-voting, in respect of the resolutions mentioned in the notice dated 2nd March, 2016 issued under Section 108 of the Companies Act, 2013 and Rules made thereunder.

Thanking you,

Yours faithfully



GRISHMA KHANDWALA

Company Secretary

ACS No. 6515

C.P. No. 1500

Place : Mumbai

Date: 30th March, 2016

Grishma Khandwala

We, the undersigned, witnesses that the votes unblocked from the e-voting website of Central Depository Services Limited (www.evotingindia.co.in) in our presence on 30th March, 2016 at the office of the Scrutinizer.

Witness-1:



Mr. Santosh B. Khandekar

Address:

Room No. 104, 1st Floor,
Amrutdham CHS.,
Yogidham,
Kalyan,
Thane - 421301

Witness-2:



Mrs. Sunita R. Merchande

Address:

Pushpak Apartments,
Altamount Road,
Mumbai - 400026

Grishma Khandwala
Company Secretary

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FORM No. MGT-13

Report of Scrutinizer's

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

To,
Mr. Nandlal Sanghai
Polo Queen Industrial and Fintech Limited
CIN No. L72200MH1984PLC094539
303/04/05 A to Z Industrial Estate,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai -400013

Dear Sir,

Sub : REPORT ON POLL AT EGM

I, Mrs. Grishma Khandwala, Practicing Company Secretary, having address at 7/4 Oriental Mansions, Madam Cama Road, Mumba – 400039, was appointed as Scrutinizer by the Board of Directors of Polo Queen Industrial and Fintech Limited, for the purpose of the poll taken on the below mentioned resolution, at the Extra Ordinary General Meeting of the Equity Shareholders of the Company held on Wednesday 30th March, 2016 at 12 Noon. at 303/04/05 A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai -400013, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one 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 Company/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:



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Resolution No.1 ORDINARY RESOLUTION

Increase in authorized share capital from Rs. 67,15,00,000/- to Rs. 90,00,00,000/-

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
Poll	150	100%	0	0	0

Resolution No.2 SPECIAL RESOLUTION

Alteration of Clause V of the Memorandum of Association.

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
Poll	150	100%	0	0	0

Resolution No.3 SPECIAL RESOLUTION

Alteration of Clause 4 of the Articles of Association.

Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% age	Nos.	% age	
Poll	150	100%	0	0	0

5. A Detailed printed sheet containing a list of Equity shareholders who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully

Grishma Khandwala
GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500

Place : Mumbai
Date: 30th March, 2016