

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman of the 34th Annual General Meeting (AGM) of the Equity Shareholders of Polo Queen Industrial and Fintech Limited held on Friday, 21st September, 2018 at 4.00 p.m. at Fantasy, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai - 400018.

Dear Sir,

I, Mrs. Grishma Khandwala, Company Secretary in Practice have been appointed as the scrutinizer of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
- (ii) Scrutinizing the poll process under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 34th AGM of the Equity Shareholders of the Company held on Friday, 21st September, 2018 at 4.00 p.m. at Fantasy, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai - 400018.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting by electronic means and poll for the resolutions contained in the Notice of the 34th AGM of the Equity Shareholders dated 21st May, 2018. My responsibility as a Scrutinizer for the remote e-voting process and for polling process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice of the AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and based on the physical votes cast by ballot by Members/Proxies at the AGM.



The Notice dated 21st May, 2018 convening the AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services Limited (CDSL) for facilitating remote e-voting to the shareholders of the Company and had also provided poll voting process to the shareholders who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 14th September, 2018 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Tuesday 18th September, 2018 at 9.00 a.m. and ended on Thursday 20th September, 2018 at 5.00 p.m.

On 21st September, 2018, after the end of the remote e-voting period i.e. 21st September, 2018, at 5.00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced that facility for voting through ballot paper was available at the AGM venue for the shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

The voting results were diligently scrutinized and were reconciled with the records maintained by Satellite Corporate Services Private Limited, Registrar and Transfer Agent of the Company and the authorisations/proxies lodged with the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the voting results during the poll process at the AGM.

The results of the e-voting and poll are as under:



Resolution No.1: Ordinary Resolution:

Adoption of Audited Financial Statement (including consolidated financial statements) for the year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-voting	50	62385932	100%
Voting at the AGM	5	233105	100%
Total	55	62619037	100%

(ii) Voted in against of the resolution:

Type of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting at the AGM	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of vote cast by them
Remote e-voting	0	0
Voting at the AGM	0	0

Resolution No.2: Ordinary Resolution:

Re-appointment of Mr. Nandlal Sanghai (holding DIN 00181592), who retires by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-voting	50	62385932	100%
Voting at the AGM	5	233105	100%
Total	55	62619037	100%

(ii) Voted in against of the resolution:

Type of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting at the AGM	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of vote cast by them
Remote e-voting	0	0
Voting at the AGM	0	0



Resolution No.3: Ordinary Resolution

Re-appointment of Mr. Rahul Kumar Sanghai (holding DIN 00181745), who retires by rotation.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-voting	50	62385932	100%
Voting at the AGM	5	233105	100%
Total	55	62619037	100%

(ii) Voted in against of the resolution:

Type of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting at the AGM	0	0	0
Total	0	0	0

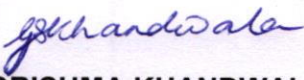
(iii) Invalid votes:

Type of Voting	Number of members voted	Number of vote cast by them
Remote e-voting	0	0
Voting at the AGM	0	0

The electronic data and all other relevant records relating to electronic voting and voting at the AGM venue is under my safe custody and will be handed over to the Chairman for preserving safety after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully


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

GRISHMA S. KHANDWALA
COMPANY SECRETARY CP 1500
7, ORIENTAL MANSIONS,
MADAM CAMA ROAD,
MUMBAI 400 039 TEL 22021258

Place : Mumbai

Date: 21st September, 2018

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED - VOTING RESULTS

[Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of AGM	21 st September, 2018
Total Number of shareholders on record date on 14 th September, 2018	554
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	15 24
No. of Shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:	Not Applicable

AGENDA- WISE DISCLOSURE

AGENDA 1

- I. To receive, consider and adopt Audited Financial Statements (Standalone and Consolidated) i.e. Balance Sheet as at March 31, 2018, the Statement of Profit and Loss Account and the Cash Flow Statement for the financial year ended on March 31, 2018 and the reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)				: Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				: No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50308102	50308102	100.00	50308102	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	50308102	50308102	100.00	50308102	0.00	100.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public Non-Institutions	E-Voting	16841898	12077830	71.71	12077830	0.00	100.00	0.00
	Poll		233105	1.39	233105	0.00	100.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	16841898	12310935	73.10	12310935	0.00	100.00	0.00
Total		67150000	62619037	93.25	62619037	0.00	100.00	0.00

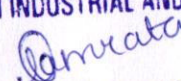
For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Amrta
Director/Authorised Signatory

AGENDA 2

II. To appoint a Director in place of Mr. Nandlal Sanghai (holding DIN 00181592), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)					: Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					: No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	50308102	50308102	100.00	50308102	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	50308102	50308102	100.00	50308102	0.00	100.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public Non-Institutions	E-Voting	16841898	12077830	71.71	12077830	0.00	100.00	0.00
	Poll		233105	1.39	233105	0.00	100.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	16841898	12310935	73.10	12310935	0.00	100.00	0.00
Total		67150000	62619037	93.25	62619037	0.00	100.00	0.00

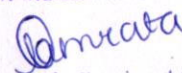
For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

 Director/Authorised Signatory

AGENDA 3

III. To appoint a Director in place of Mr. Rahul Kumar Sanghai (holding DIN 00181745), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special) : Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	50308102	50308102	100.00	50308102	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	50308102	50308102	100.00	50308102	0.00	100.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0.00	0.00	0.00
Public Non-Institutions	E-Voting	16841898	12077830	71.71	12077830	0.00	100.00	0.00
	Poll		233105	1.39	233105	0.00	100.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total	16841898	12310935	73.10	12310935	0.00	100.00	0.00
Total		67150000	62619037	93.25	62619037	0.00	100.00	0.00

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED


Director/Authorised Signatory