

Nitin R. Joshi

**B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY**

415, Marathon Max, Next to UdyogKshetra, Jn. of L.B.S. Marg & Goregaon Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

CONSOLIDATED SCRUTINIZERS' REPORT

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

To,

The Chairman of the Seventh Annual General Meeting (AGM) of the Equity Shareholders of The Mandhana Retail Ventures Limited held on Saturday, 25th day of August, 2018 at 12.00 Noon at Plot No. C-2, M.I.D.C., Tarapur Industrial Area, Boisar, District Palghar-401 506.

Dear Sir,

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of The Mandhana Retail Ventures Limited ("the Company") for the purpose of scrutinizing the entire voting process and ascertaining the requisite majority of the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the Seventh Annual General Meeting of the Members of the Company.

The Chairman of the Annual General Meeting (the Meeting) had provided an additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier through e-voting (remote voting) to vote on the resolutions contained in the notice of the Seventh Annual 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 Rules framed thereunder, relating to e-voting (remote e-voting) and physical voting at the AGM on the resolutions contained in the Notice of the AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting (remote e-voting) process and voting through physical ballot forms (received at the Annual General Meeting) is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency, engaged by the Company to provide e-voting facilities to the Members and physical ballot forms received at the AGM.



Further to above, I submit my report as under:

1. The Company had provided the e-voting facility through CDSL's website www.evotingindia.com. The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company and also on CDSL website for perusal by members.
2. The Notice of the AGM sent to the Members along with the Annual Report 2017-18 of the Company (electronically through email and physically through speed post) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
3. As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of AGM Notice in Financial Express (English) on 2nd August, 2018 and in Mahasagar (Marathi) on 2nd August, 2018.
4. Voting rights of Members have been reckoned in proportion to their shareholding in the paid up equity share capital of the Company as on the close of the business hours on 18th August, 2018.
5. The remote E-voting commenced from 22nd August, 2018 (09:00 a.m.) and concluded on 24th August, 2018 (05:00 p.m.).
6. At the AGM, the Chairman, after the discussions on all matters included in the said notice were over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through the ballot paper.
7. Thereafter, on completion of the voting through ballot paper and counting of the votes cast at the meeting, the e-voting summary of the votes cast on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by CDSL.
8. The votes cast were unblocked in the presence of two witnesses, who are not in the employment of the Company.



As requested by the Management, I submit herewith the consolidated report on the results of e-voting together with that of physical ballot forms received at the AGM, given as under:

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31 st March, 2018.	Ordinary	e-voting	50	11099157	--	--	--	--	--	--
			Physical Ballot Form	18	618426	--	--	--	--	--	--
			Total	68	11717583	100	--	--	--	--	--
2	Re-appointment of Mr. Priyavrat P. Mandhana (DIN: 02445722) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offered himself for re-appointment..	Ordinary	e-voting	27	3036805	--	1	666	--	--	--
			Physical Ballot Form	18	618426	--	--	--	--	--	--
			Total	45	3655231	99.98	1	666	0.02	--	--
3	Increase in Authorised Share Capital of the Company.	Ordinary	e-voting	48	11097463	--	2	1694	--	--	--
			Physical Ballot Form	18	618426	--	--	--	--	--	--
			Total	66	11715889	99.99	2	1694	0.01	--	--
4	Alteration in clause V (a) of Memorandum of Association of the Company.	Ordinary	e-voting	49	11098463	--	1	694	--	--	--
			Physical Ballot Form	18	618426	--	--	--	--	--	--
			Total	67	11716889	99.99	1	694	0.01	--	--
5	Alteration of clause 3 of Articles of Association of the Company.	Special	e-voting	49	11098463	--	1	694	--	--	--
			Physical Ballot Form	18	618426	--	--	--	--	--	--
			Total	67	11716889	99.99	1	694	0.01	--	--



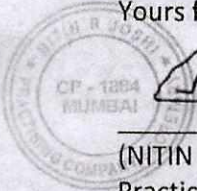
6	Issue of Securities for an aggregate amount not exceeding Rs.50 Crores.	Special	e-voting	48	11097463	--	2	1694	--	--	--
			Physical Ballot Form	18	618426	--	--	--	--	--	--
			Total	66	11715889	99.99	2	1694	0.01	--	--
7	Revision in Terms and Conditions of Remuneration Payable to Mrs.Sangeeta Mandhana in alignment with the Amended Provisions of Schedule V to the Companies Act, 2013	Special	e-voting	22	3036442	--	6	1029	--	--	--
			Physical Ballot Form	17	613426	--	1	5000	--	--	--
			Total	39	3649868	99.84	7	6029	0.16	--	--
8	Revision in Terms and Conditions of Remuneration Payable to Mr.Priyavrat Mandhana in alignment with the Amended Provisions of Schedule V to the Companies Act, 2013	Special	e-voting	22	3036442	--	6	1029	--	--	--
			Physical Ballot Form	17	613426	--	1	5000	--	--	--
			Total	39	3649868	99.84	7	6029	0.16	--	--



The relevant records relating to physical ballot forms received at the Annual General Meeting shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, I shall return the related papers to the Company.

Thanking you,

Yours faithfully,



A handwritten signature in black ink, appearing to read "N. Joshi".

(NITIN R. JOSHI)
Practicing Company Secretary
FCS 3137 CP 1884

Countersigned by

A handwritten signature in black ink, appearing to read "Priyavrat Mandhana".

Priyavrat Mandhana
Executive Director



Place: Mumbai

Date :25th August, 2018