

Devesh Vasavada & Co.

Chartered Accountants



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Consolidated Scrutinizer's Report

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

To

The Chairman of Extraordinary General Meeting of the Equity Shareholders of Varun Mercantile Limited held on 18th May, 2018 at 84-A, Mittal Court, 8th Floor, 224, Nariman Point, Mumbai – 400021.

Dear Sir,

- I, Devesh Vasavada, a Chartered Accountant in practice, have been appointed as a scrutinizer by the Board of Directors of Varun Mercantile Limited (the Company) for the purpose of:
 - Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
 - Poll through electronic voting systems (Insta Poll) under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolution contained in the notice to the Extraordinary General Meeting (EGM) of the Equity Shareholders of the Company, held on 18th May, 2018, at 84-A, Mittal Court, 8th Floor, 224, Nariman Point, Mumbai – 400 021.
- The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll by using an electronic voting system (Insta Poll) at the EGM] for the resolution contained in the Notice to the EGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Insta Poll at the EGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the EGM).

- I have issued separate scrutinizer's Report dated 18th May, 2018 on remote e-voting and on the poll through electronic voting system on the resolution contained in the notice to the EGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting and Insta Poll at the EGM) as under:-

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of valid votes cast (Favour and Against)	Nos
Item No. 1 Appointment of Statutory Auditor of the Company to fill the casual vacancy and fixing their remuneration (as an ordinary resolution)	1876350	94.19	0	0	0

- The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking you,
Yours faithfully,



Devesh Vasavada
Practicing Chartered Accountant
Membership No. 32715

Date: 18th May, 2018
Place: Mumbai

Countersigned by
For Varun Mercantile Limited



Mukesh H. Shah
Director