

17<sup>th</sup> July 2014

To,
The Members
Safari Industries (India) Limited

Sub: Results of the voting at the Extra-Ordinary General Meeting of the Members held on 16<sup>th</sup> July 2014

In terms of the Report of the Scrutinizer, Mr. Ramakant Kini, Advocate, on the e-voting procedure and the poll for the Extra-Ordinary General Meeting of the Members held on 16<sup>th</sup> July 2014, I hereby declare all the Resolutions validly passed with the requisite majority.

Enclosed herewith is the Report of the Scrutinizer for the reference of the Shareholders.

For Safari Industries (India) Limited

Sudhir Jatia

Chairman & Managing Director

## Scrutinizer(S) Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
SAFARI INDUSTRIES (INDIA) LIMITED
8th Floor, A wing, The Qube CTS No. 1498,
A/2, M.V. Road, Behind Taj Flight Kichen,
Near International Airport, Marol, Andheri
(East), Mumbai 400059.

Dear Sir,

#### Sub.: E-voting Scrutiny Report

I ,Ramakant S. Kini, Advocate, have been appointed as Scrutinizer, by the Board of Directors of the Safari Industries (India) Limited Company in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014, (Rules) for the purpose of scrutinizing the evoting process and ascertaining requisite majority on e-voting carried out in respect of the resolutions as set out in the Notice of Extra Ordinary General Meeting ("EGM") of the Company dated 16<sup>th</sup> June 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, and Rules relating to voting through electronic means on the resolutions contained in Notice of the EGM of the members of the Company. My responsibility as a Scrutinizer for e-voting process is restricted to make a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions stated above, based on the reports generated from e-voting system provided by National Securities Depository Limited ("NSDL") the authorized agency engaged by the Company to provide e-voting facility. This e-voting report is generated on the basis of information available/downloaded from NSDL website www.evoting.nsdl.com.

Further to the above, I hereby submit the e-voting Scrutiny Report:

- 1. The e-voting period remained open from Friday, 11<sup>th</sup> July, 2014 (09.00 A.M.) to Saturday, 12<sup>th</sup> July, 2014 (06.00 P.M.).
- 2. The members of the Company as on the cut off/entitlement date i.e. 13<sup>th</sup> June, 2014 were entitled to vote on the resolutions as set out in the notice of the EGM of the members of the Company.
- 3. As stated above, the e-voting period ended at 6.00 P.M. on 12<sup>th</sup> July, 2014. The votes cast on e-voting were unblocked by me in presence of two witnesses Mr. Pradhumnya Patil and Mr. Kishor Takmoge who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

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Mr.	Pradh	umnya	Pati

Mr. Kishor Takmoge

The details of the e-voting are as under:

#### SPECIAL BUSINESS:

#### Item No. 1

Alteration of clause (V) Memorandum of Association of the Company (Ordinary Resolution):

Voted in favour of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	to total number of votes cast
	2	100%

Voted against the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
0	Č)	0

#### Item No.2

Alteration of Article No. 3 of Article of Association of the Company (Special Resolution):

Voted in favour of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
	2	100.00%

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602, B-Wing, Umarji House,

## (ii) Voted against the resolution:

Number of members Participated in e-voting	Number of votes cast by them	to total of vote	

#### Item No. 3

Issue and allotment of 8,30,000(Eight Lacs Thirty Thousand) Equity Shares of Rs. 10/-each at a price of Rs. 600/- (Six Hundred )per share (inclusive of premium of Rs. 590/- (Five Hundred Ninety) per share aggregating to Rs. 49,80,00,000/- (Forty Nine Crores Eighty Lacs only) on a preferential allotment basis, to Tano India Private Equity Fund II (Special Resolution)

#### (i) Voted in favour of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	9/0	to total number of votes cast
			100%

#### (ii) Voted against the resolution:

Number of members Participated in e-voting	Number of votes cast by them	9/0	to total number of votes cast
0			

#### Item No.4

To Issue and allot upto 3,30,000 (Three Lacs Thirty Thousand) Share Warrants ("Share Warrants"), to be issued on a preferential basis, to Mr. Sudhir M. Jatia (Special Resolution)

#### (i) Voted in favour of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
1		100%

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## (ii) Voted against the resolution:

Number of members Participated in e-voting	Number of votes - cast by them	to total number of votes cast
0		

#### Item No.5

Alteration of Article of Association by insertion of new definition/meaning and of new Articles No. 83 (A), 83 (B), 83 (C), 83 (D), 115 (A), 119 (A) and also alteration of existing Article No. 90 (Special Resolution)

(i) Voted in favour of the resolution:

Number of members Participated in e-voting	Number of votes cast by them	% to total number of votes cast
		100%

## (ii) Voted against the resolution:

Number of members Participated in e-voting	Number of votes cast by them	to total of vote:	number s cast

5. In terms of the provisions of Clause 20(3)(xii) of the Rules, I have maintained the register of e-voting in electronic form. In terms of the provisions of Clause 20(3)(xii) of the Rules, the register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman of the Extra-Ordinary General Meeting considers, approves and signs the minutes of Extra-Ordinary General Meeting.

You are kindly requested to acknowledge the receipt.

Thanking you,
Yours truly,

Place: Mumbai

Date: 15th July, 2014

Signature

Name

: Ramakant S Kini

Designation: Ad

Reg.No.

: Advocate

: MAH/2538/2006

# 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,

The Chairman of Extra Ordinary General Meeting ("EGM") of the Equity Shareholders of SAFARI INDUSTRIES (INDIA) LIMITED (the "Company") held on Wednesday,16th day of July, 2014, at Kilachand Conference Room, 2nd Floor, IMC Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020 at 11.00 a.m.

Dear Sir.

- I, Ramakant Kini, Advocate, appointed as Scrutinizer by the Chairman of the EGM for the purpose of the poll taken on the below mentioned resolution(s), at the EGM of the Equity Shareholders of SAFARI INDUSTRIES (INDIA) LIMITED held on Wednesday, 16<sup>th</sup> day of July, 2014, at Kilachand Conference Room, 2nd Floor, IMC Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020 at 11.00 a.m, hereby submit my report as under:
  - 1. After the time fixed for closing of the poll by the Chairman, 1 (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:

#### SPECIAL BUSINESS:

#### Item No. 1

Alteration of clause (V) of Memorandum of Association of the Company (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members	Number of	% of total	
present and voting	votes cast by	number of	
(in person or by proxy)	them	valid votes	
		cast	
20	2271659	100%	

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## (ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by	% of total
(in person or by proxy)	them	number of valid votes
		cast

#### (iii) Invalid votes:

Total number of members	Total number (	of votes cast by
(in persons or by proxy)	them	
Whose votes were declared invalid		
	0	

#### Item No.2

Alteration of Article No. 3 of Article of Association of the Company (Special Resolution):

## (i) Voted in favour of the resolution:

Number of members	Number of	% of total
present and voting	votes cast by	number of
(in person or by proxy)	incm	valid votes
		cast
20	2271659	100%

### (ii) Voted against the resolution:

Number of members	Number of	% of total
present and voting	votes cast by	number of
(in person or by proxy)	them	valid votes
		cast
	•	

### (iii)Invalid votes:

Total number of members	Total number of vote	s cast by
(in persons or by proxy)	them	
Whose votes were declared invalid		
0	0	

#### Item No. 3

Issue and allotment of 8,30,000(Eight Lacs Thirty Thousand) Equity Shares of Rs. 10/each at a price of Rs. 600/- (Six Hundred) per share (inclusive of premium of Rs. 590/- (Five Hundred Ninety) per share aggregating to Rs. 49,80,00,000/- (Forty Nine Crores Eighty Lacs only) on a preferential allotment basis, to Tano India Private Equity Fund II (Special Resolution).

## (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
20	2271659	100%

## (ii) Voted against the resolution:

Number of members	Number of	% of total
present and voting	votes cast by	number of
(in person or by proxy)	inem	valid votes
		cast
		0

### (iii)Invalid votes:

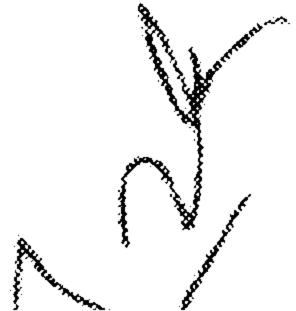
Total number of members (in persons or by proxy) Whose votes were declared invalid	Total numb them	er of votes cast by
	0	

#### Item No.4

To Issue and allot upto 3,30,000 (Three Lacs Thirty Thousand) Share Warrants ("Share Warrants"), to be issued on a preferential basis, to Mr. Sudhir M. Jatia with clarificatory modification in the resolution (Special Resolution)

## (i) Voted in favour of the resolution:

Number of members	Number of	% of total
present and voting	votes cast by	number of
(in person or by proxy)	them	valid votes
	······································	cast
20	2271659	100%



## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

#### (iii) Invalid votes:

Total number of members (in persons or by proxy) Whose votes were declared invalid	Total number them	er of votes cast by

#### Item No.5

Alteration of Article of Association by insertion of new definition/meaning and of new Articles No. 83 (A), 83 (B), 83 (C), 83 (D), 115 (A), 119 (A) and also alteration of existing Article No. 90 (Special Resolution)

## (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
		cast
20	2271659	100%

## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
**************************************		cast
0		

#### (iii) Invalid votes:

Total number of members	Total number of votes cast by
(in persons or by proxy)	them
Whose votes were declared invalid	



- 5. A Compact Disc (CD) 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 Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai

Date: 17th July, 2014

Signature

Reg.No.

Name : Ramakant Kini

Designation

: Advocate : MAH/2538/2006

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