

Sunil K. Jain & Associates

Company Secretaries

S.K. JAIN
M.COM, FCS, ACMA, DIM,
BAL, PGDIM, PGDFM, IP
E - mail : sunil.jain.sk@gmail.com
E - mail : skj13@rediffmail.com

80-D, DDA FLATS
GULABI BAGH
DELHI-110007
PH : 23654801
(M) : 9810104162

REPORT OF SCRUTINIZER – COMBINED (ON E-VOTING & POLL)

Dated: 23rd September, 2019

The Chairman
Sir Shadi Lal Enterprises Limited
4-A, Hansalaya,
15, Barakhamba Road,
New Delhi-110001

Sub: Scrutinizers' Report on Remote E-Voting & Voting by Poll at the 85th Annual General Meeting of the members of SIR SHADI LAL ENTERPRISES LIMITED (CIN:L51909DL1933PLC009509) Held on Monday, 23rd September, 2019 at PHD House, , 4/2, Siri Institutional Area, August Kranti Marg, Opposite Asian Games Village, New Delhi-110016

Dear Sir,

I, Sunil Kumar Jain Proprietor of M/s Sunil K. Jain & Associates, Company Secretaries (FCS-4089; C.P.No. 4079) have been appointed as the Scrutinizer by:

The Board of Directors of SIR SHADI LAL ENTERPRISES LIMITED vide resolution dated 22nd July, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 20th September, 2019 to 22nd September, 2019.

The Chairman of the Annual General Meeting on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, provided the process for poll on the Resolutions contained in the Notice of the 85th AGM of the members of the Company, held on 23rd September, 2019.



Based on the data downloaded from the Official website of the NSDL for the E-Voting process and Ballot papers , I now submit combined report (E-voting and Poll) as under:

Item No:1

Approval and Adoption of Audited Balance sheet as at 31/03/2019 and the Statement of Profit & Loss Account of the Company for the Financial year ended on that date and the Reports of the Directors and Auditors thereon (Ordinary Resolution):

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	76	2895843	2895873	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed unanimously.



Item No:2

Appointment of a Director in place of Mr. Rahul Lal, (DIN: 06575738) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	71*	1362972	1363002	100

*Mr. Rahul Lal himself; and Mrs. Poonam Lal, Ms. Pooja Lal and Mr. Rajat Lal, relatives of Mr. Rahul Lal, being deemed to be interested in this item, did not cast their votes on this resolution

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the AGM is passed unanimously.



Item No:3

Appointment of Director in place of Mr. Rajat Lal, (DIN: 00112489) who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	71*	1362972	1363002	100

*Mr. Rajat Lal himself and Mr. Rahul Lal ,Mrs.Poonam Lal and Ms.Pooja Lal , relatives of Mr. Rajat Lal , being deemed to be interested in this Item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed unanimously.



Item No: 4

Approval of remuneration of Cost Auditors for Financial Year 2019-20 (Ordinary Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	76	2895843	2895873	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed unanimously.

Item No: 5

Approval for re-appointment of Mr. Rajat Lal as Managing Director of the Company (Special Resolution):



(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	71*	1362972	1363002	100

*Mr. Rajat Lal himself and Mr. Rahul Lal , Mrs.Poonam Lal and Ms.Pooja Lal , relatives of Mr. Rajat Lal , being deemed to be interested in this item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Special Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed unanimously.



Item No: 6

Approval of change in designation of Mr. Rahul Lal as Joint Managing Director of the Company and increase in his remuneration.(Special Resolution):

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	71*	1362972	1363002	100

*Mr. Rahul Lal himself; and Mrs. Poonam Lal, Ms. Pooja Lal and Mr. Rajatlal, relatives of Mr. Rahul Lal , being deemed to be interested in this item, did not cast their votes on this resolution

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution,I report that the Special Resolution with regard to Item no.6 as set out in the Notice of the AGM is passed unanimously.



Item No: 7

Approval for appointment of Mr. Neeraj Gupta (DIN 00317395) as Non Executive Professional Director (Special Resolution):

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	71*	1362972	1363002	100

*Mr. Neeraj Gupta himself; and Mrs. Poonam Lal, Ms. Pooja Lal and Mr. Rajat Lal, relatives of Mr. Neeraj Gupta, being deemed to be interested in this item, did not cast their votes on this resolution

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution,I report that the Special Resolution with regard to Item no.7 as set out in the Notice of the AGM is passed unanimously.

Done

Item No: 7

Approval for appointment of Mr. Neeraj Gupta (DIN 00317395) as Non Executive Professional Director (Special Resolution):

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	76	2895843	2895873	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution,I report that the Special Resolution with regard to Item no.7 as set out in the Notice of the AGM is passed unanimously.

Done



Item No: 8

Approval of reappointment of Mr. Onke Aggarwal as Non Executive Independent Director (Special Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	75*	2875528	2875558	100

* Mr. Onke Aggarwal himself , being interested in this item, did not cast his vote on this resolution

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Special Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed unanimously.



Item No: 9

**Approval of reappointment of Mr. R. C. Sharma as Non Executive Independent Director
(Special Resolution):**

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	76	2895843	2895873	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Special Resolution with regard to Item no.9 as set out in the Notice of the AGM is passed unanimously.



Item No: 10

Approval of re-appointment of Mr. HemantpatSinghania as Non Executive Independent Director (Special Resolution):

(i). Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	76	2895843	2895873	100

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii). Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Special Resolution with regard to Item no.10 as set out in the Notice of the AGM is passed unanimously.



Item No: 11

Approval of Related Party Transactions(Special Resolution):

(i).Voted in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	30	69*	27836	27866	100

* Mr. Rajat Lal, Mr. Rahul Lal , Mr. Vivek Viswanathan themselves and Mrs. Poonam Lal, Ms.Pooja Lal &Mrs. Radhika Viswanathan their relatives being deemed to be Interested in this item, did not cast their votes on this resolution.

(ii). Voted against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

(iii).Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E Voting	Number of members /proxies voted-poll	Number of votes cast (Shares)-poll	Total Number of votes cast through E-Voting and Poll
0	0	9	47	47

RESULT

As all the votes have been cast in favour of the resolution, I report that the Special Resolution with regard to Item no.11 as set out in the Notice of the AGM is passed unanimously.

A list of equity shareholders who voted“FOR”/“AGAINST” and those whose votes were declared invalid for each resolution is enclosed.



The relevant record relating to E- Voting and poll were sealed and handed over to the Company Secretary for safe keeping.

Place: NEW DELHI
Date: 23rd September, 2019

Done



For SUNIL K. JAIN & ASSOCIATES
Company Secretaries

S.K. Jain
Sunil Kumar Jain
Proprietor
FCS 4089; CP 4079

Sunil K. Jain & Associates

Company Secretaries

S.K. JAIN
M.COM, FCS, ACMA, DIM,
BAL, PGDIM, PGDFM, IP
E - mail : sunil.jain.sk@gmail.com
E - mail : skj13@rediffmail.com

80-D, DDA FLATS
GULABI BAGH
DELHI-110007
PH : 23654801
(M) : 9810104162

REPORT OF SCRUTINIZER (ON E-VOTING)

Dated: 23rd September, 2019

The Chairman
Sir Shadi Lal Enterprises Limited
4-A, Hansalaya,
15, Barakhamba Road,
New Delhi-110001

Sub: Scrutinizers' Report on E-Voting conducted pursuant to the provisions of section 108 of the Companies, Act 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Sunil Kumar Jain, Proprietor of M/s Sunil K. Jain & Associates, Company Secretaries (FCS-4089; C.P.No. 4079) have been appointed as the Scrutinizer by the Board of Directors of **SIR SHADI LAL ENTERPRISES LIMITED (CIN: L51909DL1933PLC009509)** vide resolution dated 22nd July, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 20th September, 2019 to 22nd September, 2019.

The notice dated 22nd July, 2019 convening the 85th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies, Act 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on Monday, 23rd September, 2019 at 11:00 A.M.

The company has availed the e-voting facility offered by 'National Securities Depository Limited' (NSDL) for conducting e-voting by the shareholders of the company.



The shareholders of the company holding shares as on the "cut-off" date 16th September 2019 were entitled to vote on the proposed resolutions as setout at item Nos. 1 to 11 in the notice of AGM of SIR SHADI LAL ENTERPRISES LIMITED.

The voting period for e-voting commenced on 20th September, 2019 (09:00 AM) and ended on 22nd September, 2019 (05:00 PM) and the Sir Shadi Lal Enterprises Limited e-voting platform was blocked thereafter and the votes casts under e-voting facility were then unblocked in the presence of the following two witnesses not being in the employment of the Company:

1. Mr. Surender Sharma
2. Ms. Rajni Sharma

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Sir Shadi Lal Enterprises Limited e- voting System.

We now submit the report as under on the result of the voting through electronic means in respect of the said resolutions.

Item No.1

Approval and Adoption of Audited Balance sheet as at 31/03/2019 and the Statement of Profit & Loss Account of the Company for the Financial year ended on that date and the Reports of the Directors and Auditors thereon (Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares) E-Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0



Item No.2

Appointment of a Director in place of Mr. Rahul Lal, (DIN: 06575738) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E-Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E-Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.3

Appointment of Director in place of Mr. Rajat Lal, (DIN: 00112489)who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E -Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0



Item No.4

Approval of remuneration of Cost Auditors for Financial Year 2019-20 (Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares) E-Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E-Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E-Voting	Number of votes cast (Shares)- E-Voting	% of total number of valid votes cast
0	0	0

Item No.5

Approval for re-appointment of Sh. Rajat Lal as Managing Director of the Company(Special Resolution)

(i) Voted In favour of the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares) E-Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E-Voting	% of total number of valid votes cast
0	0	0



(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.6

Approval of change in designation of Mr. Rahul Lal as Joint Managing Director of the Company and increase in his remuneration (Special Resolution):

(i) Voted in favour of the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares) E –Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.7

Approval for appointment of Mr. Neeraj Gupta (DIN 00317395) as Non Executive Professional Director(Special Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares) E –Voting	% of total number of valid votes cast
13	30	

(ii)Voted against the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0



(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.8

Approval of reappointment of Mr. Onke Aggarwal as Non Executive Independent Director(Special Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares) E -Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.9

Approval of reappointment of Mr. R. C. Sharma as Non Executive Independent Director(Special Resolution)

(i) Voted In favour of the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares) E -Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E-	Number of votes cast (Shares)- E	% of total number of valid votes
-------------------------------	----------------------------------	----------------------------------



Voting	Voting	cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.10

Approval of reappointment of Mr. HemantpatSinghania as Non Executive Independent Director (Special Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares) E -Voting	% of total number of valid votes cast
13	30	100

(ii)Voted against the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted In E- Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

Item No.11

Approval of Related Party Transactions (Special Resolution)

(i) Voted in favour of the Resolution:

Number of Members voted in E- Voting	Number of votes cast (Shares) E -Voting	% of total number of valid votes cast
13	30	100



(ii) Voted against the Resolution:

Number of Members voted in E-Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members voted in E-Voting	Number of votes cast (Shares)- E Voting	% of total number of valid votes cast
0	0	0

The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Place: NEW DELHI
Date: 23rd September, 2019

For SUNIL K. JAIN & ASSOCIATES
Company Secretaries
SUNIL K. JAIN & ASSOCIATES
COMPANY SECRETARIES
FCS-4089,
C.P. No. 4079
DELHI
Kumar Jain
Proprietor
FCS 4089; CP 4079

Sunil K. Jain & Associates

Company Secretaries

S.K. JAIN
M.COM, FCS, ACMA, DIM,
BAL, PGDIM, PGDFM, IP
E - mail : sunil.jain.sk@gmail.com
E - mail : skj13@rediffmail.com

80-D, DDA FLATS
GULABI BAGH
DELHI-110007
PH : 23654801
(M) : 9810104162

Report of Scrutinizer

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

To,
The Chairman
Sir Shadi Lal Enterprises Limited,
4-A, Hansalaya,
15, Barakhamba Road,
New Delhi-110001

Dear Sir,

I, Sunil Kumar Jain, Proprietor of M/s Sunil K. Jain & Associates, Company Secretaries (FCS-4089; C.P.No.4079) appointed as scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 85th Annual General Meeting of the Equity Shareholders of Sir Shadi Lal Enterprises Limited (CIN:L51909DL1933PLC009509) held on Monday, 23rd September, 2019 at 11:00 A.M. at P.H.D House, 4/2, Siri Institutional Area, August Kranti Marg, Opposite Asian Games Village, New Delhi-110016, submit my report as under:

1. After the time fixed for Poll by the Chairman, two ballot boxes kept for polling were locked in my presence.
2. The locked ballot boxes were subsequently opened by me in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s Alankit Assignments Limited, Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Result of the Poll is as under:

Done



Item No.1

Approval and Adoption of Audited Balance Sheet as at 31/03/2019 and the Statement of Profit & Loss Account of the Company for the Financial year ended on that date and the Reports of the Directors and Auditors thereon (Ordinary 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
76	2895843	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	0	0

(iii) Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

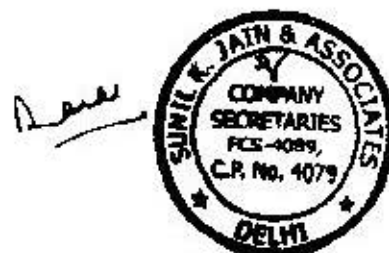
Item No.2 -

Appointment of a Director in place of Mr. Rahul Lal, (DIN: 06575738) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary 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
71*	1362972	100%

.*Mr. Rahul Lal himself; and Mrs. Poonam Lal, Ms. Pooja Lal and Mr. Rajatlal, relatives of Mr. Rahul Lal, being deemed to be interested in this item, did not cast their votes on this resolution



(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	0	0

(iii)Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.3 -

Appointment of Director In place of Mr. Rajat Lal, (DIN: 00112489)who retires by rotation and being eligible offers himself for re-appointment (Ordinary 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
71*	1362972	100%

*Mr. Rajat Lal himself and Mr. Rahul Lal ,Mrs.Poonam Lal and Ms.Pooja Lal , relatives of Mr. Rajat Lal , being deemed to be interested in this item, did not cast their votes on this resolution.

(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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47



Item No 4 -

Approval of remuneration of Cost Auditors for Financial Year 2019-20(Ordinary 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
76	2895843	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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.5 -

Approval for re-appointment of Sh. Rajat Lal as Managing Director of the Company (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
71*	1362972	100%

*Mr. Rajat Lal himself and Mr. Rahul Lal ,Mrs.Poonam Lal and Ms.Pooja Lal , relatives of Mr. Rajat Lal , being deemed to be interested in this item, did not cast their votes on this resolution.



(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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.6 -

Approval of change in designation of Mr. Rahul Lal as Joint Managing Director of the Company and increase in his remuneration. (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
71*	1362972	100%

*Mr. Rahul Lal himself; and Mrs. Poonam Lal, Ms. Pooja Lal and Mr. Rajatlal, relatives of Mr. Rahul Lal , being deemed to be Interested In this Item, did not cast their votes on this resolution.

(ii).Voted against the Resolution:

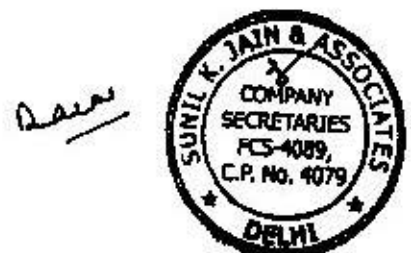
Number of Members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.7 -

Approval for appointment of Mr. Neeraj Gupta (DIN 00317395) as Non Executive Professional Director (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
71*	1362972	100%

*Mr. Neeraj Gupta himself; and Mrs. Poonam Lal, Ms. Pooja Lal and Mr. Rajat Lal, relatives of Mr. Neeraj Gupta, being deemed to be Interested in this item, did not cast their votes on this resolution

(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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.8 -

Approval of reappointment of Mr. Onke Aggarwal as Non Executive Independent Director (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
75*	2875528	100%

* Mr. Onke Aggarwal himself , being interested in this item, did not cast his vote on this resolution.

(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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Done

(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
76	2895843	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	0	0

(iii).Invalid Votes

Total Number of Members (In person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.8 -

Approval of reappointment of Mr. Onke Aggarwal as Non Executive Independent Director (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
75*	2875528	100%

* Mr. Onke Aggarwal himself , being interested in this item, did not cast his vote on this resolution.

(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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47



Item No.9 -

Approval of reappointment of Mr. R. C. Sharma as Non Executive Independent Director (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
76	2895843	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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared invalid.	Total number of votes cast by them
9	47

Item No.10 -

Approval of reappointment of Mr. HemantpatSinghania as Non Executive Independent Director (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
76	2895843	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	0	0



(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared Invalid.	Total number of votes cast by them
9	47

Item No.11 -

Approval of Related Party Transactions (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
69*	27836	100%

* Mr. Rajat Lal, Mr. Rahul Lal ,Mr. Vivek Viswanathan themselves and Mrs. Poonam Lal, Ms.Pooja Lal &Mrs. Radhika Viswanathan their relatives being deemed to be interested in this item, did not cast their votes on this resolution.

(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	0	0

(iii).Invalid Votes

Total Number of Members (in person or by Proxy) whose votes were declared Invalid.	Total number of votes cast by them
9	47

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 for safe keeping.

Place: NEW DELHI

Date: 23rd September, 2019

For SUNIL K. JAIN & ASSOCIATES
Company Secretaries

S.K.

 Sunil Kumar Jain
Proprietor
FCS 4089; CP 4079