

SARASWATI COMMERCIAL (INDIA) LTD.

Regd. Off.: 209-210 Arcadia Building, 2nd Floor, 195 Nariman Point, Mumbai - 400 021.
Telephone : 6670 8600 Fax : 6670 8650

CIN: L51909MH1983PLC166605
Website: www.saraswaticommercial.com
Email id: saraswati.investor@gevl.in

13th September, 2014

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001.

Dear Sir/ Madam,

Sub: (a) E-voting and Poll Results pursuant to Clause 35A of the Listing Agreement

(b) Scrutinizer's Report on e-voting -(Annexure 1)

(c) Scrutinizer's Report on Poll-(Annexure 2)

In compliance with Clause 35A of the Listing Agreement, we hereby furnish the details regarding the voting results in the following format:

Date of 31 st Annual General Meeting	13 th September, 2014
Total number of Shareholders on record date	37
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	0
No. of Shareholders attended the meeting through Video Conferencing:	N. A.
Promoters and Promoter Group:	N. A.
Public:	N. A.

(AGENDA- WISE)

Details of the Agenda (1): To receive, consider and adopt the audited Balance Sheet as at March 31,2014 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Directors and Auditors thereon

Resolution required: Ordinary Resolution
Mode of voting: E-voting & Poll



MODE OF VOTING: E- VOTING AND POLL									
Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*10 0	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Details of the Agenda (2): To reappoint Mr Anilkumar Rajan (DIN:00054704) as the director of the company who retires by rotation.

Resolution required: Ordinary Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*10 0	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Details of the Agenda (3): To appoint M/s. Ajmera Ajmera & Associates, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.



Resolution required: Ordinary Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Details of the Agenda (4): To approve borrowing limits of the Company u/s 180 (1) (c) of the Companies Act, 2013.

Resolution required: Special Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= [(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0



Details of the Agenda (5): To approve contributing, donating , subscribing or otherwise provide assistance to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organisation , not directly relating to the business of the company or welfare of its employees and for taking up any programme, activities of social , cultural, educational , economic, rural development of people etc. under section 181 of the Companies Act, 2013.

Resolution required: Special Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= $[(2)/(1)]*100$	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= $[(4)/(2)]*100$	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Details of the Agenda (6): To adopt new Articles of Association of the company in terms of the Companies Act, 2013..

Resolution required: Special Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= $[(2)/(1)]*100$	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= $[(4)/(2)]*100$	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0



Public-Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Details of the Agenda (7): To appoint Mrs. Babita Thakar (DIN: 06934171) as an Independent Director of the company

Resolution required: Ordinary Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= $[(2)/(1)]*100$	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= $[(4)/$ $(2)]*100$	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0
Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Details of the Agenda (8): To appoint Mr. Umaidmal Kala (DIN: 00096251) as an Independent Director of the company

Resolution required: Ordinary Resolution
Mode of voting: E-voting & Poll

Promoter/ Public	Electronic	Physical	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= $[(2)/(1)]*100$	No. of votes- in Favour (4)	No. of votes against (5)	% of votes in favour on votes polled(6)= $[(4)/$ $(2)]*100$	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	373550	106450	480000	480000	100	480000	0	100	0
Public Institution al holders	0	0	0	0	0	0	0	0	0




Public- Others	0	0	160000	0	0	0	0	0	0
Total	373550	106450	640000	480000	75	480000	0	100	0

Please take the same on record.

Thanking you,

Yours faithfully,

For **SARASWATI COMMERCIAL (INDIA) LIMITED**



Vaishali Dhuri
Compliance Officer



Nishant Jawasa & Associates
Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)
Mumbai – 400058. Tel: 022-26781209/ 26771289. Email: njawasa@yahoo.co.in

SCRUTINIZERS' REPORT

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

The Chairman

Of the 31st Annual General Meeting of the Shareholders of
Saraswati Commercial (India) Limited

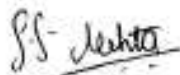
To be held on Saturday, 13th September, 2014 at 12.00 p.m.

At Orion House, 6th Floor, 12, K. Dubhash Marg, Fort,
Mumbai - 400 001

Dear Sirs,

I, Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries having office at A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058 have been appointed as Scrutinizer of Saraswati Commercial (India) Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 on the below mentioned resolutions, at the 31st Annual General Meeting of the shareholders of the Company to be held on Saturday, 13th September, 2014 at 12.00 p.m. at Orion House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai 400 001, hereby submit my report as under:

- 1) The e-voting period remained open from 6th September, 2014 at 10.00 a.m. to 8th September, 2014 6.00 p.m.
- 2) The shareholders holding shares as on "cut off" date i.e. 8th August, 2014 were entitled to vote on the proposed resolutions as set out in the Notice of the 31st Annual General Meeting of the Company.
- 3) Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e. on 8th September, 2014 at 6.00 p.m. the CDSL portal was blocked for voting.
- 4) The votes cast were unblocked on 9th September, 2014 in the presence of two witnesses Mr. Simit Mehta and Ms. Sneha Suryavanshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Simit Mehta



Ms. Sneha Suryavanshi



5) Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com).

6) The results of the e-voting is as under:

A) **Resolution No. 1 – adoption of Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and the report of Directors and Auditors thereon.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

B) **Resolution No. 2 – Re-appointment of Mr. Anilkumar Rajan who retires by rotation**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

C) Resolution No. 3 –Appointment of M/s Ajmera Ajmera & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

D) Resolution No. 4 – Authorise Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 250,00,00,000/-.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%



(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

E) Resolution No. 5 – Authorise Board of directors of the Company to contribute, donate etc to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, etc up to an amount not exceeding Rs. 5,00,00,000 (Five Crores only) in a financial year.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

F) Resolution No. 6 – Adoption of New Articles of Association of the company

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%



(ii) Voted **against** the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

G) Resolution No. 7 – Appointment of Mrs. Babita Thakar as Independent Director.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%

(ii) Voted **against** the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

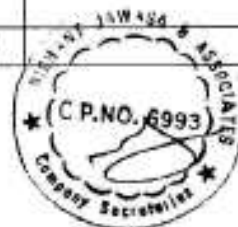
(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

H) Resolution No. 8 – Appointment of Mr. Umaidmal Kala as Independent Director.

(i) Voted **in favour** of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
11	373550	100%



(ii) Voted **against** the Resolution:

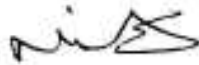
Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

- 7) The Register, all other papers and relevant records 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 thereafter the same would be handed over to the Compliance Officer/Director for safe keeping.

Thank you.
Yours faithfully,



Nishant Jawasa
{Proprietor}
Nishant Jawasa & Associates
Company Secretaries
COP No.: 6993
Membership No.: FCS - 6557
Place Mumbai
Dated: 9th September, 2014

Nishant Jawasa & Associates
Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)
Mumbai - 400058. Tel: 022-26781209/ 26771289, Email: njawasa@yahoo.co.in

FORM No. MGT-13

REPORT OF THE SCRUTINIZER

[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 the 31st Annual General Meeting of the Shareholders of
Saraswati Commercial (India) Limited
To be held on Saturday, 13th September, 2014 at 12.00 p.m.
At Orion House, 6th Floor, 12, K. Dubhash Marg, Fort,
Mumbai - 400 001

Dear Sir,

I, Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution, at the 31st Annual General Meeting of the Equity Shareholders of Saraswati Commercial (India) Limited held on Saturday, 13th September, 2014 at 12.00 p.m. at Orion House, 6th Floor, 12, K Dubhash Marg, Fort, Mumbai - 400001, submit my report as under:

- 1) After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2) The locked ballot boxes were 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) No incomplete or defective poll papers were found.
- 4) The result of the Poll is as under:

A) Resolution No. 1: Ordinary Resolution

Adoption of Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and the report of Directors and Auditors thereon:



(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
5	106450	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	0.00 %

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

B) Resolution No. 2: Ordinary Resolution

Re-appointment of Mr. Anilkumar Rajan who retires by rotation

(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
5	106450	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	0.00 %

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

C) Resolution No. 3: Ordinary Resolution

Re-appointment of M/s Ajmera Ajmera & Associates, Chartered Accountants as Statutory Auditors of the Company and their remuneration:



(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
5	106450	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	0.00 %

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

D) Resolution No. 4: Special Resolution

Authorise Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 250,00,00,000/-:

(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
5	106450	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	0.00 %

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0



E) Resolution No. 5: Special Resolution

Authorise Board of directors of the Company to contribute, donate etc to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, etc up to an amount not exceeding Rs. 5,00,00,000 (Five Crores only) in a financial year:

(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
5	106450	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	0.00 %

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

F) Resolution No. 6: Special Resolution

Adoption of New Articles of Association of the company:

(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
5	106450	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	0.00 %



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

G) Resolution No. 7: Ordinary Resolution

Appointment of Mrs. Babita Thakar as Independent Director:

(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
5	106450	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	0.00 %

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

H) Resolution No. 8: Ordinary Resolution

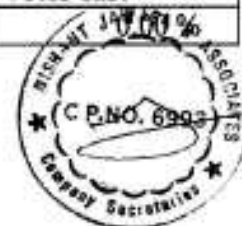
Appointment of Mr. Umaidmal Kala as Independent Director:

(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
5	106450	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	0.00 %



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
0	0

- 5) 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 / Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,



Nishant Jawa
{Proprietor}
Nishant Jawa & Associates
Company Secretaries
COP No.: 6993
Membership No.: FCS - 6557
Place Mumbai
Dated: 13th September, 2014