



PRAMOD S. SHAH & ASSOCIATES
Practising Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)

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

To,
S.B. & T International Limited
Chairman

Twenty Seventh Annual / ~~Extraordinary~~ General Meeting of the Equity Shareholders of S.B. & T International Limited scheduled to be held on 30th September, 2014 at 10:00 a.m. at LNM IMC Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

Dear Sir,

I/We, Pramod S. Shah, Practising Company Secretary, appointed as Scrutinizer for the purpose of E-voting taken on the below mentioned resolutions, at the Twenty Seventh Annual General Meeting of the Equity Shareholders of S.B. & T International Limited scheduled to be held 30th September, 2014 at 10:00 a.m. at LNM IMC Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020, submit our report as under:

1. After the Completion of E-voting period, the results were unblocked in presence of two witnesses not being in the employment of the company.
2. The result of the E-voting is as under:

Resolution no. 1: To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss Account for the Financial Year ended on that date and the Reports of the Auditors and the Directors thereon.

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 20 | 2136957 | 99.04% |



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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 3 | 20640 | 0.96% |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution no. 2: To appoint a Director in place of Mr. Surendra Kumar Baboolalji Sethi who retires by rotation and being eligible, offers himself for re-appointment.

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 20 | 2136957 | 99.04% |

(ii) Voted against the resolution:

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 3 | 20640 | 0.96% |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



Resolution no. 3: M/s. M. M. Dubey and Co., Chartered Accountants, bearing Membership Number 30453, who hold office up to the date of this Annual General Meeting but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold the office for a period of three years i.e. from conclusion of Twenty Seventh Annual General Meeting.

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 20 | 2136957 | 99.04% |

(ii) Voted against the resolution:

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 3 | 20640 | 0.96% |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution no. 4: Special Resolution: Re-appointment of Mr. Varij Sethi, as Managing Director of the Company with effect from 01st December, 2014.

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 20 | 2136957 | 99.04% |



(ii) Voted against the resolution:

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 3 | 20640 | 0.96% |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution no. 5: Special Resolution: Re-appointment of Mr. Surendrakumar Sethi, as Chairman and Managing Director of the Company with effect from 01st December, 2014.

(i) Voted in favour of the resolution:

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 20 | 2136957 | 99.04% |

(ii) Voted against the resolution:

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 3 | 20640 | 0.96% |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



Resolution no. 6: To appoint Ms. Rakhi Jain in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a director of the company, liable to retire by rotation.

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 19 | 2136857 | 99.04% |

(ii) Voted against the resolution:

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 4 | 20740 | 0.096% |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution no. 7: To appoint Mr. Sunilkumar Barjatiya (DIN No. 02242320) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s.)

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 19 | 2136857 | 99.04% |



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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 4 | 20740 | 0.096% |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution no. 8: To appoint Mr. Shrance Sethi (DIN No. 03230097) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s).

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 19 | 2136857 | 99.04% |

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

| Number of Members | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------|---------------------------------------|
| 4 | 20740 | 0.096% |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



3. 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.

Thanking you.

Place: MUMBAI

Yours faithfully,



Dated: 30th September, 2014

Pramod S. Shah