



## MSS & Associates

Company Secretaries

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### SCRUTINIZER'S REPORT - COMBINED

**[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20(3) xi and Rule 21(2) of Companies (Management and Administration) Rule 2014]**

To,  
The Chairman,  
HAS LIFESTYLE LIMITED  
35-B, Khatau Building, 2nd Floor,  
Alkesh Dinesh Mody  
Marg, Fort Mumbai -400001  
INDIA

13<sup>th</sup> Annual General Meeting of the Equity Shareholders of **HAS Lifestyle Limited**, was held on Wednesday, 30<sup>th</sup> September, 2020 at 01.00 p.m. at 35-B, Khatau Building, Alkesh Dinesh Modi Marg, Near BSE, Fort, Mumbai- 400001.

Dear Sir,

1. I, Sonal Shekaran, Company Secretary in whole time practice , have been appointed by
  - a. Board of Directors HAS Lifestyle Limited (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of Companies Act, 2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to 13<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on

Wednesday, 30<sup>th</sup> September, 2020 at 01.00 p.m. at 35-B, Khatau Building, Alkesh Dinesh Modi Marg, Near BSE, Fort, Mumbai- 400001.

## 2. Report on scrutiny

- a. The Company had appointed National Securities Depository Limited ('NSDL') as the service provider, for the purpose of extending the facility of Remote E-voting to the members of the Company. M/s Sharex Dynamic (India) Private Limited is Registrar and Share Transfer Agents ('RTA') of the Company.
- b. Company has informed that, on the basis of the Register of Members and list of Beneficiary Owners made available by the depository viz. Central Depository Services(India) Limited (CDSL), the Company completed dispatch of Notice of AGM alongwith Annual Report of 2019-20 as under:-
  - On 3<sup>rd</sup> September, 2020, by email to 9 members, who had registered their email ID's with the Company/ RTA;
  - On 3<sup>rd</sup> September, 2020, by courier to 15 members, who had registered their email ID's with the Company/ RTA;
- c. The Voting rights were reckoned as on Wednesday the 23<sup>rd</sup> September, 2020 being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-voting and voting at the AGM.
- d. Remote E-voting process was open from Sunday 27<sup>th</sup> September 2020 at 9.00 a.m. till Tuesday 29<sup>th</sup> September 2020 at 5.00 p.m. and members were required to cast their votes electronically conveying their assent o dissent in respect of resolutions, on the Remote E-voting platform provided by NSDL.
- e. As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and administration ) Rules, 2014, the Company also released advertisement, which was published more than 21 days before the date of AGM in English in "Free Press Journal" newspaper dated 4<sup>th</sup> September, 2020 and in Marathi in "Navshakti" newspaper dated 4<sup>th</sup> September, 2020.
- f. At the end of the voting period on Tuesday 29<sup>th</sup> September 2020 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.

- g. At the venue of the 13<sup>th</sup> AGM of the Company held on Wednesday, 30<sup>th</sup> September, 2020, the facility to cast vote physically was provided to those members present in the meeting but could not earlier participated in the Remote E-voting to record their votes.
- h. Total 6 members present as a quorum.
- i. On completion of voting at the AGM, NSDL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- j. The votes were reconciled with the records maintained by the Company and RTA with respect to authorization/proxies lodged with the Company.
- k. I unblocked the Remote E-voting result on the NSDL E-voting platform in the presence of Ms. Aarti Pandey and Mr. Sumit Solanki, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the Remote E-voting results.

Combined results of E-voting and ballot at the AGM are as under:

**(a) Resolution no.1: Ordinary Resolution –**

To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019 and the reports of the Directors and Auditors thereof:

| Particulars                           | Voting details |               |                             |
|---------------------------------------|----------------|---------------|-----------------------------|
|                                       | No. of votes   | No. of shares | % of Total valid votes cast |
| Total electronic votes received       | 12             | 4253856       | 100%                        |
| Less: Invalid electronic votes        | Nil            | Nil           | Nil                         |
| <b>Net Valid electronic votes (A)</b> | 12             | 4253856       | 100%                        |
| Total Poll forms received             | 0              | 0             | -----                       |
| Less: Invalid or rejected             | 0              | 0             | -----                       |

|  |     |         |      |
|--|-----|---------|------|
| poll forms *                             |     |         |      |
| <b>Net valid Poll forms received (B)</b> | 0   | 0       | 0%   |
| <b>Total Votes (A+B)</b>                 | 12  | 4253856 | 100% |
| Assenting                                | 12  | 4253856 | 100% |
| Dissenting                               | Nil | Nil     | 0%   |

Accordingly, out of 42,53,856 votes cast (e-voting and ballot), 42,53,856 votes are cast ASSENTING to the Ordinary resolution constituting 100% of the total vote cast; NIL votes were cast DISSENTING to the ordinary resolution constituting 0% of the total votes cast.

Thus, the Ordinary Resolution contained in Item no.1 is passed with requisite majority.

\*Already voted through E-voting.

#### **(b) Resolution no.2: Ordinary Resolution –**

To appoint a Director in place of Mr. Hemang Bhatt (DIN: 01353668), who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars                              | Voting details |               |                             |
|--|----------------|---------------|-----------------------------|
|  | No. of votes   | No. of shares | % of Total valid votes cast |
| Total electronic votes received          | 11             | 3617356       | 100%                        |
| Less: Invalid electronic votes           | Nil            | Nil           | Nil                         |
| <b>Net Valid electronic votes (A)</b>    | 11             | 3617356       | 100%                        |
| Total Poll forms received                | 0              | 0             | -----                       |
| Less: Invalid or rejected poll forms *   | 0              | 0             | -----                       |
| <b>Net valid Poll forms received (B)</b> | 0              | 0             | 0%                          |
| <b>Total Votes (A+B)</b>                 | 11             | 3617356       | 100%                        |
| Assenting                                | 11             | 3617356       | 100%                        |
| Dissenting                               | Nil            | Nil           | 0%                          |

Accordingly, out of 36,17,356 votes cast (e-voting and ballot), 36,17,356 votes are cast ASSENTING to the Ordinary resolution constituting 100% of the total vote cast; NIL votes were cast DISSENTING to the ordinary resolution constituting 0% of the total votes cast.

Thus, the Ordinary Resolution contained in Item no.2 is passed with requisite majority.

\*Already voted through E-voting.

**(c) Resolution no.3: Ordinary Resolution –**

Re-Appointment of M/S Kantilal Jain & Co. Chartered Accountants as Statutory Auditor of the company for the period of a term of 5 (Five) consecutive years commencing from the financial year 2020-21 and to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of Eighteen Annual General Meeting,

| Particulars                              | Voting details |               |                             |
|--|----------------|---------------|-----------------------------|
|  | No. of votes   | No. of shares | % of Total valid votes cast |
| Total electronic votes received          | 12             | 4253856       | 100%                        |
| Less: Invalid electronic votes           | Nil            | Nil           | Nil                         |
| <b>Net Valid electronic votes (A)</b>    | 12             | 4253856       | 100%                        |
| Total Poll forms received                | 0              | 0             | -----                       |
| Less: Invalid or rejected poll forms *   | 0              | 0             | -----                       |
| <b>Net valid Poll forms received (B)</b> | 0              | 0             | 0%                          |
| <b>Total Votes (A+B)</b>                 | 12             | 4253856       | 100%                        |
| Assenting                                | 12             | 4253856       | 100%                        |
| Dissenting                               | Nil            | Nil           | 0%                          |

Accordingly, out of 42,53,856 votes cast (e-voting and ballot), 42,53,856 votes are cast ASSENTING to the Ordinary resolution constituting 100% of the total vote cast; NIL votes were cast DISSENTING to the ordinary resolution constituting 0% of the total votes cast.

Thus, the Ordinary Resolution contained in Item no.3 is passed with requisite majority.

\*Already voted through E-voting.

#### **SPECIAL BUSINESS:**

##### **(d) Resolution no.4: Ordinary Resolution –**

Appointment of Mr. Kamlesh Kharade as Independent Director of Company for a term up to 5 years commencing November 04<sup>th</sup>, 2019, whose term shall not be subject to retirement by rotation.

| Particulars                              | Voting details |               |                             |
|--|----------------|---------------|-----------------------------|
|  | No. of votes   | No. of shares | % of Total valid votes cast |
| Total electronic votes received          | 12             | 4253856       | 100%                        |
| Less: Invalid electronic votes           | Nil            | Nil           | Nil                         |
| <b>Net Valid electronic votes (A)</b>    | 12             | 4253856       | 100%                        |
| Total Poll forms received                | 0              | 0             | -----                       |
| Less: Invalid or rejected poll forms *   | 0              | 0             | -----                       |
| <b>Net valid Poll forms received (B)</b> | 0              | 0             | 0%                          |
| <b>Total Votes (A+B)</b>                 | 12             | 4253856       | 100%                        |
| Assenting                                | 12             | 4253856       | 100%                        |
| Dissenting                               | Nil            | Nil           | 0%                          |

Accordingly, out of 42,53,856 votes cast (e-voting and ballot), 42,53,856 votes are cast ASSENTING to the Ordinary resolution constituting 100% of the total vote cast; NIL votes were cast DISSENTING to the ordinary resolution constituting 0% of the total votes cast.

Thus, the Ordinary Resolution contained in Item no.4 is passed with requisite majority.

\*Already voted through E-voting.

3. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to e-voting (through electronic means) and Poll on the resolutions contained in the Notice to 13<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process and for Poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by NSDL, the authorised agency to provide e-voting facility engaged by the Company and also at the time Poll at AGM.

Thanking You,

Yours faithfully,

CS Sonal Shekaran  
Practicing Company Secretaries  
Membership No. A36388  
COP no. 13584  
UDIN No.: A036388B000828663

Place: Mumbai

Date: 30<sup>th</sup> September, 2020.