



ESTD 1906

BOMBAY SWADESHI STORES LTD.

WESTERN INDIA HOUSE, SIR P.M. ROAD, MUMBAI - 400 001. INDIA.

TEL: 91-22-2288 5048 / 49

E-mail: feedback@bombaystore.com www.thebombaystore.com

CIN NO.: U74999MH1905PLC 000223

30th September, 2019

To,

The Members of

Bombay Swadeshi Stores Limited

Subject: Declaration of Results of the voting on resolutions set out in notice of 113th Annual General Meeting.

Dear Members,

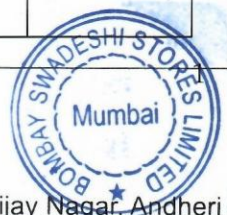
Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 113th Annual General Meeting (AGM) of the Company was convened on Saturday, 28th September, 2019 at Bombay Swadeshi Stores Limited, Block No.10, First floor, Western India House Building, Fort, Mumbai - 400001 at 11.00 a.m. to seek the approval of members of the Company on the resolutions set out in the notice dated 23rd August, 2019. Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company had provided facility to the members to vote electronically by remote e-voting and also by physical ballots on aforesaid resolutions and had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Annual General Meeting was attended by requisite quorum. The Scrutinizer has submitted his report on the remote e-voting and the physical ballots, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Resolutions	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	Ordinary Resolution: a. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 together with the Reports of the Board of Directors and Auditors thereon. b. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 together with the Reports of	*100%	0%



THE BOMBAY STORE®





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	the Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mrs. Manjri Aditya Chandak (DIN: 03503615), who retired by rotation at 113 th Annual General Meeting and being eligible, had offered herself for re-appointment.	*100%	0%
3.	Special Resolution to authorize Board of Directors of the Company for creation of charge on the assets of the Company to secure borrowings up to Rs. 100,00,00,000/ (Rupees One Hundred Crore Only) under the Section 180(1)(a) of the Companies Act, 2013.	*100%	0%
4.	Special Resolution to authorize Board of Directors of the Company to borrow funds not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.	*100%	0%
5.	Special Resolution to authorize Board of Directors to grant loan, give guarantee, provide security in connection with a loan and/or to make investment up to Rs. 40,00,00,000/- (Rupees Forty Crore only) pursuant to Section 186 of the companies Act, 2013.	*100%	0%
6.	Ordinary Resolution to approve the transaction with Panigha Creations Private Limited, Related Party, on such terms and conditions as may be mutually agreed upon between the said related parties, pursuant to Section 188 of the companies Act, 2013.	*100%	0%

***Rounded off to nearest number**

Accordingly, I, Madhu Chandak, Chairperson, declare that all the 6 (six) resolutions, as set out in the Notice of the 113th Annual General Meeting (AGM) of the Company, have been approved with requisite majority by the Members of the Company.

The Copy of the Scrutinizers Report is enclosed herewith for your reference.

Kindly take the above on record

For **BOMBAY SWADESHI STORES LIMITED**

Chairperson

End: As above



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

30th September, 2019

To,
The Chairperson,
Bombay Swadeshi Stores Limited
Western India House, Sir P M Road,
Fort, Mumbai- 400 001

Dear Madam,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at the 113th Annual General Meeting ('AGM') of the Members of Bombay Swadeshi Stores Limited

Bombay Swadeshi Stores Limited ("the Company") at their Board of Directors meeting held on 23rd August, 2019 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 113th Annual General Meeting of the Company held on Saturday, 28th September, 2019 on the resolutions contained in the Notice dated 23rd August, 2019 of the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder, relating to remote e-voting and physical voting through physical ballots on the resolutions as contained in the aforesaid Notice of 113th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution;
 - a. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
 - b. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Auditors thereon.
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mrs. Manjri Aditya Chandak (DIN: 03503615), who retired by rotation at 113th Annual General Meeting and being eligible, had offered herself for re-appointment.
3. **Resolution No. 3** as a Special Resolution to authorize Board of Directors of the Company for creation of charge on the assets of the Company to secure borrowings up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) under the Section 180(1)(a) of the Companies Act, 2013.
4. **Resolution No. 4** as a Special Resolution to authorize Board of Directors of the Company to borrow funds not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.
5. **Resolution No. 5** as a Special Resolution to authorize Board of Directors to grant loan, give guarantee, provide security in connection with a loan and/or to make investment up to Rs. 40,00,00,000/- (Rupees Forty Crore only) pursuant to Section 186 of the companies Act, 2013.
6. **Resolution No. 6** as an Ordinary Resolution to approve the transaction with Panigha Creations Private Limited, Related Party, on such terms and conditions as may be mutually agreed upon between the said related parties, pursuant to Section 188 of the companies Act, 2013.

The Company provided the remote e-voting facility offered by CDSL to the members of the Company to cast votes on aforesaid resolutions. The Company had also made available the physical ballots at the 113th Annual General Meeting to enable the members to cast their votes on the aforesaid resolutions.



Remote e-voting facility was made available to members of the Company to exercise their voting rights from 9:00 a.m. of Wednesday, 25th September, 2019 up to 5.00 p.m. of Friday, 27th September, 2019. Accordingly, e-votes casted upto 5.00 p.m. of 27th September, 2019 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots has also been considered for the scrutiny.

After the conclusion of the 113th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Ms. Ashu Gupta and Mr. Ankit Agrawal. Thereafter the voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Vruti Choksi and Mr. Vishal Adhav. A summary of the votes cast by shareholders through remote e-voting and the voting conducted through physical ballots at the 113th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical voting through ballots at the Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairperson of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
FCS NO.: 5171
COP NO.: 3030**



ANNEXURE

The summary of the votes cast through remote e-voting and physical ballots confirmations for each of the resolutions is given below:

1. For Resolution 1: as an Ordinary Resolution;

- a. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
- b. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Auditors thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of Ballots/ Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	21,903
b.	Remote e-voting confirmations received	8	46,02,965
	Total	13	46,24,868
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting	13	46,24,868
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	12	46,24,860
% of Assent			100*
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
% of Dissent			-

*Rounded off to nearest number



2. **For Resolution 2:** as an Ordinary Resolution for re-appointment of Mrs. Manjri Aditya Chandak (DIN: 03503615), who retired by rotation at 113th Annual General Meeting and being eligible, had offered herself for re-appointment.

Sr. No.	Particulars	Resolution No. 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	21,903
b.	Remote e-voting confirmations received	8	46,02,965
	Total	13	46,24,868
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting	13	46,24,868
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	12	46,24,860
% of Assent			100*
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
% of Dissent			-

*Rounded off to nearest number



3. **For Resolution 3:** as a Special Resolution to authorize Board of Directors of the Company for creation of charge on the assets of the Company to secure borrowings up to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) under the Section 180(1)(a) of the Companies Act, 2013.

Sr. No.	Particulars		Resolution No. 3	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		5	21,903
b.	Remote e-voting confirmations received		8	46,02,965
	Total		13	46,24,868
c.	Less: Invalid Ballot/Remote e-voting confirmations		-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting		13	46,24,868
	(i)	Physical Ballot Forms/Remote e-voting with assent for the Resolution	12	46,24,860
% of Assent				100*
	(ii)	Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
% of Dissent				-

*Rounded off to nearest number



4. **For Resolution 4:** as a Special Resolution to authorize Board of Directors of the Company to borrow funds not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.

Sr. No.	Particulars	Resolution No. 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	21,903
b.	Remote e-voting confirmations received	8	46,02,965
	Total	13	46,24,868
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting	13	46,24,868
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	12	46,24,860
% of Assent			100*
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
% of Dissent			-

*Rounded off to nearest number



5. **For Resolution 5:** as a Special Resolution to authorize Board of Directors to grant loan, give guarantee, provide security in connection with a loan and/or to make investment up to Rs. 40,00,00,000/- (Rupees Forty Crore only) pursuant to Section 186 of the companies Act, 2013.

Sr. No.	Particulars	Resolution No. 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	5	21,903
b.	Remote e-voting confirmations received	8	46,02,965
	Total	13	46,24,868
c.	Less: Invalid Ballot/Remote e-voting confirmations	-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting	13	46,24,868
	(i) Physical Ballot Forms/Remote e-voting with assent for the Resolution	12	46,24,860
% of Assent			100*
	(ii) Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
% of Dissent			-

*Rounded off to nearest number



6. **For Resolution 6:** as an Ordinary Resolution to approve the transaction with Panigha Creations Private Limited, Related Party, on such terms and conditions as may be mutually agreed upon between the said related parties, pursuant to Section 188 of the companies Act, 2013.

Sr. No.	Particulars		Resolution No. 6	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		5	21,903
b.	Remote e-voting confirmations received		5	2,14,109
	Total		10	2,36,012
c.	Less: Invalid Ballot/Remote e-voting confirmations		-	-
d.	Net Valid Physical Ballot Forms/Remote e-Voting		10	2,36,012
	(i)	Physical Ballot Forms/Remote e-voting with assent for the Resolution	9	2,36,004
% of Assent				100*
	(ii)	Physical Ballot Forms/Remote e-voting with dissent for the Resolution	1	8
% of Dissent				-

*Rounded off to nearest number

