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## SAVITA SINGLA & ASSOCIATES COMPANY SECRETARIES

E-401, LLOYDS ESTATE, WADALA (EAST), MUMBAI – 400 037 • E-mail: savitacs@gmail.com

### SCRUTINER'S REPORT- Combined

To,  
The Chairman of  
Vantage Corporate Services Limited  
427 /429, Karsan Natha Bhatia Trust Building,  
S V P Road, Prarthana Samaj,  
Charni Road, Mumbai 400004.

Dear Sir,

Sub: Passing of Resolution through Electronic, and poll conducted at the Extra ordinary General Meeting (EOGM) of Vantage Corporate Services Limited("the Company") held on 26<sup>th</sup> March, 2015.

Pursuant to the resolution passed by the Board of Directors of VANTAGE CORPORATE SERVICES LIMITED (hereinafter referred to as "Company") on 14<sup>th</sup> February, 2015, I, Savita Singla, Practicing Company Secretary (Membership No: F7745) having office at E-401, Lloyds estate, Wadala (East), Mumbai 4000 37 have been appointed as a scrutinizer to receive, process and scrutinize the Ballot Papers, Poll including e-voting process in respect of the Special resolution as circulated in the Notice of Extra Ordinary General Meeting dated 14<sup>th</sup> February, 2015.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to e voting and poll on the resolution contained in the Notice of Extra Ordinary General Meeting dated 14<sup>th</sup> February, 2015. My responsibility as a scrutinizer for the e- voting process and poll is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e- voting system provided by the National Securities Depository Limited ("NSDL") the authorized Service provider, for extending the facility of electronic voting to the shareholders of the Company and on the Ballot Paper Forms submitted by the shareholders of the Company along with the details/ report generated by the Registrar and Transfer Agents of the Company (Purva Sharegistry (India) Private Limited).



I have issued separate Scrutinizer's Report dated 25<sup>th</sup> March, 2015 on e-voting, separate Scrutinizer's Report dated 25<sup>th</sup> March, 2015 on the Ballot Paper received from the members and separate Scrutinizer's Report dated 26<sup>th</sup> March, 2015 on Poll, on the resolution contained in the notice of the Extra Ordinary General Meeting. As requested by the management, I submit herewith my combined report on the results of e-voting, Ballot Paper and Poll as under:-

The Company had appointed National Securities Depository Services Limited (NSDL) as the service provider for extending the facility of Electronic voting to the shareholders of the company from 23<sup>th</sup> March, 2015 (9.00 a.m. IST) to 24<sup>th</sup> March, 2015 (6.00 p.m. IST). The E-voting results were unblocked by me on 25<sup>th</sup> March, 2015 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 25<sup>th</sup> March, 2015, which is attached herewith.

- 1) The Company has also given facility of voting by Ballot papers to facilitate the Members who could not participate in the e-voting or who could not present for the meeting. The voting by Ballot was concluded on 24<sup>th</sup> March, 2015 (6.00 p.m. IST) and for further details kindly refer to my Scrutinizer's Report dated 25<sup>th</sup> March, 2015, which is attached herewith.
- 2) At the EOGM of the Company held on 26<sup>th</sup> March, 2015, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting and ballot papers to record their votes through the poll process. The Chairman of the EOGM has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in form MGT-13 dated 26<sup>th</sup> March 2015, which is attached herewith.
- 3) The result of the E-voting together with that of the Ballot Paper Forms and Poll is as under:

#### **SPECIAL RESOLUTION:**

##### **Item No. 1:**

To approve writing off the debit balance of Demerger/Reconstruction Adjustment Account against the Securities Premium Account of the Company arising on account of the Scheme of Arrangement to Demerge the Education Business Service Undertaking of Vantage Corporate Services Limited (Demerged Company) into Vantage Knowledge Academy Limited (Resulting Company) pursuant to Section 391 to 394 of the Companies Act, 1956 read with Section 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.



Particulars	No. of shares (E-voting)	No. of Shares (Ballot Papers)	No. of Shares (Poll)	Total No. of shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	103	33,55,633	17,41,642	50,97,378	Not Applicable
Less: No. of invalid votes	0	81,540	200	81,740	
Net Valid Votes	103	32,74,093	17,41,442	50,15,638	
Votes with "Assent" for the resolution	103	32,74,093	17,41,442	50,15,638	100
Votes with "Dissent" for the resolution	0	0	0	0	0

4) Based on the foregoing, the Resolution as mentioned in serial No. 1 stands passed unanimously under E-voting, ballot through post and poll.

Thanking you,

For Savita Singla & Associates  
Company Secretaries

*Savita Singla*

Savita Singla  
Proprietor  
M. No: F- 7745  
COP No.: 8614



Date: 26<sup>th</sup> March, 2015  
Place: Mumbai



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## **SAVITA SINGLA & ASSOCIATES** COMPANY SECRETARIES

E-401, LLOYDS ESTATE, WADALA (EAST), MUMBAI – 400 037 • E-mail: savitacs@gmail.com

### **Scrutinizer's Report**

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

To,  
The Chairman  
**Vantage Corporate Services Limited**  
427 / 429, Karsan Natha Bhatia Trust Building,  
SVP Road, Prarthana Samaj,  
Charni Road, Mumbai 400004

Dear Sir,

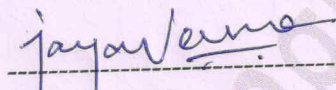
1. I, Savita Singla, Practicing Company Secretary (Membership No: F7745) having office at E-401, Lloyds estate, Wadala (East), Mumbai 4000 37, have been appointed as a Scrutinizer of Vantage Corporate Services Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of Extra Ordinary General Meeting of the members of Vantage Corporate Services Limited to be held on 26<sup>th</sup> March, 2015 at 02.00 p.m. at Vantage Institute, 413, 4<sup>th</sup> Floor, Busa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Near Peninsula Corporate Park, Lower Parel (West), Mumbai – 400013.


2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 read with Clause 35 B of the Listing Agreement and Rules related to e voting on the resolution contained in the Notice of Extra Ordinary General meeting dated 14.02.2015. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolution as stated below, based on the Report generated from the e voting system provide by National Securities Depository Limited ("NSDL"), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting.

3. I submit my report as under:



- a. The e-voting period remained open from Monday, 23<sup>rd</sup> March 2015 (9.00 a.m. IST) to Tuesday, 24<sup>th</sup> March 2015 (6.00 p.m. IST).
- b. The shareholders holding shares as on the "cut-off" date i.e. 13<sup>th</sup> February 2015 were entitled to vote on the proposed resolutions (item no 1 as set out in the Notice of the Extra Ordinary General Meeting of Vantage Corporate Services Limited).
- c. The members have casted their vote through e-voting facility provided by the National Securities Depository Limited ("NSDL") as the Authorised Agency to provide e-voting facilities.
- d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
- e. Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.
- f. The votes were unblocked on 25<sup>th</sup> March, 2015 at 11.50 A.M in the presence of two witnesses, Ms. Jaya Verma (residing at 1/406 B wing, Koldongri CHS, Parsiwada, Sahar Road, Andheri East, Mumbai 400099) and Ms. Anvi Dholakia (residing at 3G 163 Kalpataru Aura, LBS marg, opp R city mall, Ghatkopar west, Mumbai 4000 86), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Jaya Verma

  
Name: Anvi Dholakia

- g. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", on the resolution that was put to vote, were downloaded from the e-voting website of National Services Depository (India) Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and based on such reports generated, the result of e-voting is as under:

**SPECIAL RESOLUTION:**

**Item No. 1:**

To approve writing off the debit balance of Demerger/Reconstruction Adjustment Account against the Securities Premium Account of the Company arising on account of the Scheme of Arrangement to Demerge the Education Business Service Undertaking of Vantage Corporate Services Limited (Demerged Company) into



Vantage Knowledge Academy Limited (Resulting Company) pursuant to Section 391 to 394 of the Companies Act, 1956 read with Section 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.

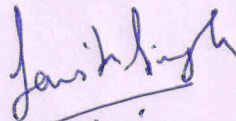
**Total Folio voted: 1**

<u>No. of shares (% of total e- voting)</u>			
Voted in Favor of the resolution	Voted against the resolution	Total	Invalid Votes
103 (100%)	0 (0.00%)	103	0

4. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Extra Ordinary General Meeting and the same shall be handed over to the Company.

Thanking You.

Yours faithfully,  
For Savita Singla & Associates  
Company Secretaries



Savita Singla  
Proprietor  
M. No. FCS - 7745  
C..P. No.: 8614



Place: Mumbai  
Dated: 25/03/2015



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## SAVITA SINGLA & ASSOCIATES COMPANY SECRETARIES

E-401, LLOYDS ESTATE, WADALA (EAST), MUMBAI – 400 037 • E-mail: savitacs@gmail.com

### Scrutinizer's Report on Ballot Papers

To,

The Chairman of

Extra Ordinary General Meeting of the Equity Shareholders of Vantage Corporate Services Limited to be held on 26<sup>th</sup> March, 2015 at 2.00 p.m. at Vantage Institute, 413, 4<sup>th</sup> Floor, Busa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Near Peninsula Corporate Park, Lower Parel (West), Mumbai – 400013.

Dear Sir,

I, Savita Singla, Practicing Company Secretary (Membership No:7745) having her office at E-401, Lloyds estate, Wadala (East), Mumbai 4000 37 have been appointed as a Scrutinizer of Vantage Corporate Services Limited ("the Company") for the purpose of scrutinizing the Ballot Papers received by post in a fair and transparent manner and ascertaining the requisite majority in respect of the below mentioned resolution to be proposed at the Extra Ordinary General Meeting of the Company to be held on 26<sup>th</sup> March, 2015 at 2.00 p.m. at Vantage Institute, 413, 4<sup>th</sup> Floor, Busa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Near Peninsula Corporate Park, Lower Parel (West), Mumbai – 400013.

The Management of the Company is responsible to ensure compliance with the requirements of section 109 of the Companies Act, 2013 read with Rules related to Poll. My responsibility as a scrutinizer for the poll process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution as stated below, based on the Ballot Papers received from the shareholders of the Company



and on the records reconciled with the records by the Registrar and Transfer Agents of the Company (Purva Sharegistry (India) Private Limited).

We submit our report as under:

1. The Company has completed the dispatch of Ballot Forms on 23/02/2015 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 13<sup>th</sup> February 2015 and were entitled to vote on the proposed resolutions (item no 1 as set out in the Notice of EOGM of Vantage Corporate Services Limited).
2. The Ballot forms were kept under the safe custody of Purva Sharegistry (India) Private Limited, who is Registrar and Share Transfer Agents of the Company, in sealed and tamper proof ballot box before commencing the scrutiny of such ballot forms.
3. The Ballot forms were duly opened and taken up for the scrutiny by me. The details of Postal Ballot Forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (Purva Sharegistry (India) Private Limited having office at Unit no 9, Shiv Shakti Indl. Estate, J. R. Boricha Marg, Opp Kasturba Hospital, Lower Parel (E) Mumbai 400011) and the authorizations/proxies lodged with the Company.
4. The Ballot forms received upto 24<sup>th</sup> March 2015 (6.00 p. m. IST), being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. The Postal Ballot forms, which were incomplete and / or which were otherwise found defective (\* being unsigned / blank forms) have been treated as invalid.





6. I have scrutinized and reviewed the ballot forms and the result of the same is as under:

**SPECIAL RESOLUTION:**

**Item No. 1:**

To approve writing off the debit balance of Demerger/Reconstruction Adjustment Account against the Securities Premium Account of the Company arising on account of the Scheme of Arrangement to Demerge the Education Business Service Undertaking of Vantage Corporate Services Limited (Demerged Company) into Vantage Knowledge Academy Limited (Resulting Company) pursuant to Section 391 to 394 of the Companies Act, 1956 read with Section 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.

Particulars	No. of Ballot Papers received through Post	No. of Shares
Total Ballot Papers received	23	33,55,633
Less: Invalid Ballot Papers	1	81,540
Net Valid Ballot Papers	22	32,74,093
Ballot Papers with "Assent" for the resolution	22	32,74,093
Ballot Papers with "Dissent" for the resolution	0	0
Percentage of voters / shares in "favour"	100%	100%
Percentage of voters / shares "Against"	0%	0%

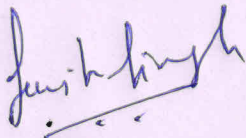


7. The Registers, all other papers and relevant records relating to Ballot Papers shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Extra Ordinary General Meeting and the same will be handed over to the Director authorised by the Board for safe keeping.

Thanking You.

Yours faithfully,

For Savita Singla & Associates  
Company Secretaries



Savita Singla  
Proprietor  
M No. F - 7745  
C. P. No - 8614



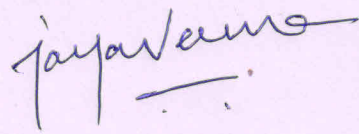
Place: Mumbai

Dated: 25<sup>th</sup> March, 2015

Witnesses:-

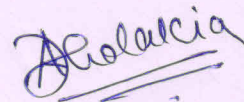
Name: - 1 -Ms. Jaya Verma

Add: 1/406,Koldongri CHS,Sahar Road,  
Parsiwada ,Andheri- East, Mumbai-4000 99



Name: - 2- Anvi Dholakia

Add: 3 G 163 Kalpataru Aura, LBS Marg,  
Opp R city mall, Ghatkopar west,  
Mumbai- 4000 86





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## SAVITA SINGLA & ASSOCIATES COMPANY SECRETARIES

E-401, LLOYDS ESTATE, WADALA (EAST), MUMBAI – 400 037 • E-mail: savitacs@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[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

Extra Ordinary General Meeting of the Equity Shareholders of Vantage Corporate Services Limited held on 26<sup>th</sup> March, 2015 at 2.00 p.m. at Vantage Institute, 413, 4<sup>th</sup> Floor, Bussa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Near Peninsula Corporate Park, Lower Parel (West), Mumbai - 400013.

Dear Sir,

1. I, Savita Singla, Practicing Company Secretary (Membership No:7745) ) having office at E-401, Lloyds estate, Wadala (East), Mumbai 4000 37 have been appointed as a Scrutinizer of Vantage Corporate Services Limited ("the Company") for the purpose of the poll taken on the below mentioned resolution(s), at the Extra Ordinary General meeting of the Equity Shareholders of Vantage Corporate Services Limited held on 26<sup>th</sup> March, 2015 at 2.00 p.m. at Vantage Institute, 413, 4<sup>th</sup> Floor, Busa Industrial Estate, Hanuman Lane, Off Ganpatrao Kadam Marg, Near Peninsula Corporate Park, Lower Parel (West), Mumbai - 400013.

2. The Management of the Company is responsible to ensure compliance with the requirements of section 109 of the Companies Act, 2013 read with Rules related to Poll. My responsibility as a scrutinizer for the poll process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution as stated below, based on the ballot papers reconciled with the records of the Registrar and Transfer Agents of the Company (Purva Sharegistry (India) Private Limited).

3. I submit my report as under:



- a. At the time fixed for Extra Ordinary General Meeting, the empty ballot box kept for polling was locked and sealed in presence of my authorized representative.
- b. The locked ballot box was subsequently opened by my authorized representative (including two witnesses) and poll papers were diligently scrutinized. The poll papers with reconciled with the records maintained by the Registrar and Transfer Agents of the Company (Purva Sharegistry (India) Private Limited) and the authorizations / proxies lodged with the Company.
- c. The Ballot Papers, which were incomplete and /or which were otherwise found defective have been treated as "Invalid" and kept separately.
- d. The result of the Poll is as under:

**SPECIAL RESOLUTION:**

**Item No. 1:**

To approve writing off the debit balance of Demerger/Reconstruction Adjustment Account against the Securities Premium Account of the Company arising on account of the Scheme of Arrangement to Demerge the Education Business Service Undertaking of Vantage Corporate Services Limited (Demerged Company) into Vantage Knowledge Academy Limited (Resulting Company) pursuant to Section 391 to 394 of the Companies Act, 1956 read with Section 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.

Particulars	No. of Ballot Papers	No. of Shares
Total Ballot Papers received	13	17,41,642
Less: Invalid Ballot Papers	1	200
Net Valid Ballot Papers	12	17,41,442
Ballot Papers with "Assent" for the resolution	12	17,41,442
Ballot Papers with "Dissent" for the resolution	0	0
Percentage of voters/shares in "favour"	100%	100%
Percentage of voters/shares in "Against"	0	0



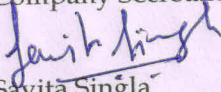
4. A list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid/rejected for resolution is enclosed.

5. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully,

For Savita Singla & Associates  
Company Secretaries

  
Savita Singla

Proprietor

M No. F - 7745

C. P. No.- 8614

Place: Mumbai

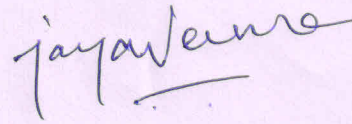
Dated: 26<sup>th</sup> March 2015



Witnesses:-

Name: - 1 -Ms. Jaya Verma

Add: 1/406,Koldongri CHS,Sahar Road,  
Parsiwada ,Andheri- East, Mumbai-4000 99



Name: - 2- Anvi Dholakia

Add: 3 G 163 Kalpataru Aura, LBS Marg,  
Opp R city mall, Ghatkopar west,  
Mumbai- 4000 86

