



VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

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To,
The Chairman,
Explicit Finance Limited,
305, Soham Commercial Plaza,
Opp. Shivsena Office,
Vasai (E),
Palghar – 401 210

Dear Sir,

Sub.: **Scrutinizer's Report E-voting and Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rule, 2014**

I, Vishal N. Manseta, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Explicit Finance Limited vide resolution dated August 09, 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014, to conduct the scrutiny of electronic voting process and scrutinizer of poll.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated August 14, 2017 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary/Special Resolutions as mentioned below:

1. To consider and adopt the Audited Financial Statements including the Balance sheet as at March 31, 2018, the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jain [DIN : 002303327], who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint M/s. S C Mehra & Associates, Chartered Accountants, (**Firm Regn. No.106156W**) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors ("the Board") to fix their remuneration.
4. To appoint Mr. Pushparaj Mayekar (DIN : 07759328) as an additional Director of the company
5. To appoint Mr. Gopal Dave (DIN : 00334120) as an additional Director of the company

which were passed at the 24th **Annual General Meeting of the Company held on September 14, 2018.**

The Company has also availed the e-voting facility offered by Central Depository Securities

The e-voting period commenced on Tuesday, September 11, 2018 at 10.00 a.m. and ended on Thursday, September 13, 2018, at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.

I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the ballot papers submitted by the members at the meeting.

I now submit my Report as under on the result of the voting through electronic means and by poll in respect of the said Resolutions.

Date of AGM	September 14, 2018
Total number of shareholders on Record Date:	1831
Cut-off date for e-voting -	September 07, 2018
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	3
Public:	18
No. of Shareholders attended the meeting through Video Conferencing:	Not arranged

Agenda –wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1.	To consider and adopt the Audited Financial Statements including the Balance sheet as at March 31, 2018, the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	To appoint a Director in place of Mr. Jain [DIN : 002303327], who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

3.	To appoint M/s. S C Mehra & Associates, Chartered Accountants, (Firm Regn. No.106156W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors ("the Board") to fix their remuneration.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4.	To appoint Mr. Pushparaj Mayekar (DIN : 07759328) as an additional Director of the company	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5.	To appoint Mr. Gopal Dave (DIN : 00334120) as an additional Director of the company	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority

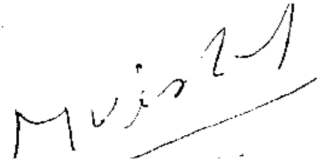
The voting details of the resolutions passed at the meeting are as under:

Sr. No.	Particulars	In favour of the Ordinary/Special Resolution(s)			Against Ordinary/Special Resolution(s)		
		Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
1	To consider and adopt the Audited Financial Statements including the Balance sheet as at March 31, 2018, the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.	7	48,87,870	100.00%	-	-	-
2	To appoint a Director in place of Mr. Jain [DIN : 002303327], who retires by rotation, and being eligible, offers himself for re-appointment.	7	48,87,870	100.00%	-	-	-
3	To appoint M/s. S C Mehra & Associates, Chartered Accountants, (Firm Regn. No.106156W) as the Auditors of the Company to hold office from the conclusion of this Annual	7	48,87,870	100.00%	-	-	-

	General Meeting and to authorize the Board of Directors ("the Board") to fix their remuneration.						
4	To appoint Mr. Pushparaj Mayekar (DIN : 07759328) as an additional Director of the company	7	48,87,870	100.00%	-	-	-
5	To appoint Mr. Gopal Dave (DIN : 00334120) as an additional Director of the company	7	48,87,870	100.00%	-	-	-

The Chairman of the company may declare the results of the e-voting and Poll.

For **Vishal N. Manseta**
(Practicing Company Secretary)




Vishal N. Manseta
ACS No.: 25183
C.P. No.:8981
Date: September 15,2018
Place: Mumbai