

SUGAL & DAMANI SHARE BROKERS LIMITED

(Formerly known as Sugal & Damani Finlease Limited)

City Centre Plaza, 1st Floor, No. 7, Anna Salai, Chennai - 600 002.

Ph : 2858 7105 - 108, Web : www.sugalshare.com

CIN: L65991TN1993PLC028228



POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolution appended below is proposed to be passed as a special resolution by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Sections 102 and 110 of the Act, pertaining to the said resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors has appointed Ms. Sneha Jain of M/s. Sneha Jain & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on Thursday, July 09, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman / Managing Director / Director. The result of the Postal Ballot and e-voting would be declared on or before Saturday, July 11, 2020. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. www.sugalshare.com.

RESOLUTION NO.1: BUSINESS TRANSFER AGREEMENT WITH M/S. MOTILAL OSWAL FINANCIAL SERVICES LIMITED

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 / SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, any statutory modification or re-enactment thereof for the time being in force, and subject to the approval of the members and subject to such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / clients and Depository Participant, by way of a slump sale by the Company to M/s. Motilal Oswal Financial Services Limited ("transferee"), and to become an authorised person under the transferee on such terms and conditions as specified in the draft Business Transfer Agreement ("Agreement"), a copy placed before the board and signed by the Chairman for the purpose of identification, as a going concern, on an "as is where is" basis.



“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to negotiate, finalise and execute necessary documents including but not limited to purchase agreement, deeds of assignment / conveyance and other ancillary documents and undertakings, with effect from such date and in such manner as is decided by the Board/its Committee to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to the above sale and transfer as they may in their absolute discretion deem fit.

“RESOLVED FURTHER THAT Mr. Mahesh Chandak, Executive Director, Mr. S Vinodh Kumar, Executive Director & Ms. Radhika Maheshwari, Company Secretary, be and are hereby severally authorised to do such acts, deeds, necessary to get the approval of the Stock exchange in respect to the above scheme.

“RESOLVED FURTHER THAT Mr. Mahesh Chandak, Executive Director, Mr. S. Vinodh Kumar, Executive Director & Ms. Radhika Maheshwari, Company Secretary are hereby authorised to delegate all or any of the powers herein conferred, to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, signing, execution, arranging delivery and execution of contracts, deeds, agreements and instruments and do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors
For SUGAL & DAMANI SHARE BROKERS LTD.**

Sd/-

**Radhika Maheshwari
Company Secretary**

Membership No.: ACS 51627

Place: Chennai
Date: June 03, 2020

41/3 Kadambari Apartment, Ritherdon Road
Vepey, Chennai - 600007

NOTES

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on May 29, 2020.
3. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company as on May 29, 2020.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members by permitted mode along with a prepaid self addressed Business Reply Envelope.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the ‘Investor’s Relations’ section on the Company’s website: www.sugalshare.com
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to grievance@sugalshare.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be declared on or before July 11, 2020 at the Registered Office of the Company and will also be displayed on the Company website viz. www.sugalshare.com, and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means: In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL)
The e-voting facility will be available during the following period:
 - a. Commencement of e-voting: 9 a.m. (IST) on Wednesday, June 10, 2020
 - b. End of e-voting: 5 p.m. (IST) on Thursday, July 09, 2020



The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Steps For E –Voting

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.co.in
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “Company Name” from the drop down menu and click on “Submit”
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Not Applicable	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. E.g. If your name is Nilesh Jain with sequence number 1 then enter NJ00000001 in the PAN field.

#Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “Submit” tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Sugal & Damani Share Brokers Limited.
- (xi) On the voting page, you will see Resolution Description and against the same the option “Yes/No” for voting. Select the option YES or NO as desired. The option

YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “Submit”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “Cancel” and accordingly modify your vote.
- (xiv) Once you “Confirm” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a. Please follow all steps from Sl. no. (i) to sl. no. (xvii) above to cast vote.
 - b. During the e-voting period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e., Friday, May 29, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
16. Ms. Sneha Jain of M/s. Sneha Jain & Associates, Practicing Company Secretary, (CP No. 10560) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 17. The Scrutinizer shall not later than 2 days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.
 18. The Results shall be declared along with the Scrutinizers’ Report by placing it on the Company’s website “www.sugalshare.com” and on the website of CDSL within two (2) days of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchanges wherein the Company’s shares are listed.



Explanatory statement pursuant to section 102 of the Companies Act, 2013

Your Company has been in operation since 1995 and has been earning revenue from majorly share broking and depository activities.

However, in light of the changing economic scenario and due to increasing competition and various regulations and changes being brought in by the exchange it is becoming difficult to continue solely in broking activities and hence we are tying up with M/s. Motilal Oswal Financial Services Limited who will be providing various other products which will include Portfolio management services, mutual funds etc. We are going to continue the same business under them.

There is no transfer of assets and liabilities which is taking place hence there is no consideration receivable. We are just becoming an Authorised Person under M/s. Motilal Oswal Financial Services Limited and will be sharing the revenue as per the Agreement and our business will continue in the same manner as earlier, indeed providing you more products and facilities.

The Board of Directors of the Company has approved the proposal of Business transfer in which the clients and the depository participant are being transferred to M/s. Motilal Oswal Financial Services Limited the purchaser on the terms and conditions as referred to in the Business Transfer Agreement. In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

**By Order of the Board of Directors
For SUGAL & DAMANI SHARE BROKERS LTD.**

Sd/-

**Radhika Maheshwari
Company Secretary**

Membership No.: ACS 51627

41/3 Kadambari Apartment, Ritherdon Road

Vepey, Chennai - 600007

Place: Chennai

Date: June 03, 2020



SUGAL & DAMANI SHARE BROKERS LIMITED
CIN: L65991TN1993PLC028228
Regd. Office: 'City Centre Plaza'
(I Floor), 7, Anna Salai,
Chennai – 600 002

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :
2. Name(s) of Joint holder(s), if any :
3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)
4. Number of Equity Shares held as on May 29, 2020 :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated June 03, 2020, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolutions by placing a tick (✓) mark at the appropriate box below:

Sl. No	Resolution	I/We assent to the Resolution (FOR) (Number of Shares)	I/We dissent to the Resolution (AGAINST) (Number of Shares)
1	Business transfer agreement with M/s. Motilal Oswal Financial Services Limited		

Place :

Date :

Signature of the Member

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is July 09, 2020.

ELECTRONIC VOTING (Please visit www.evotingindia.co.in to cast your vote online)

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

NOTES

1. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on May 29, 2020.
2. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company as on May 29, 2020.
3. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members by permitted mode along with a prepaid self addressed Business Reply Envelope.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
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10. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be declared on or before July 11, 2020 at the Registered Office of the Company and will also be displayed on the Company website viz. www.sugalshare.com, and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.