



**REPORT OF SCRUTINIZER**

*(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration), Rules, 2014 as amended till date)*

July 10, 2020

To  
Ms. Radhika Maheshwari  
Company Secretary,  
Sugal & Damani Share Brokers Limited  
Chennai

**Scrutinizers report on Postal Ballot voting including voting by electronic means in respect of passing of resolutions contained in the Notice dated June 3, 2020 for Postal Ballot**

Dear Madam,

I, CS Sneha Jain, Practising Company Secretary, appointed as Scrutinizer by the Board of Directors of Sugal & Damani Share Brokers Limited ("the Company") for the purpose of scrutinizing the votes cast by Postal Ballot voting including voting by electronic means in respect of the passing of resolutions contained in the Notice dated June 3, 2020 hereby submit my report as under:

- (i) Pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) and Rule 22 of the Companies Management and Administration Rules, 2014, as amended from time to time, the Postal Ballot notices including statement under Sec.102 of the Act have been sent to all the members of the company as on May 29, 2020 (Cut-off date) through electronic means (wherever email ids are available) and to the other shareholders by registered post, along with Postal Ballot forms by June 8, 2020. Notice of Postal Ballot was also placed on the website of the company. The members of the company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
- (ii) Pursuant to SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 granting exemptions from publication of advertisements in newspapers for all events scheduled till June 30, 2020, the advertisement for dispatch of postal ballot was not published by the Company in any newspaper.
- (iii) The remote e-voting period commenced on June 10, 2020 at 9 a.m. and ended on July 9, 2020 at 5.00 PM.
- (iv) As per the public notice, the last date and time for receipt of Postal Ballot Forms from members was not later than the close of working hours on Thursday, July 9, 2020 (5.00 p.m.). In the case of e-voting, members were requested to cast their votes electronically or before Thursday, July 9, 2020 (5.00 p.m.).
- (v) The Company received votes through E-Voting and Postal Ballot Forms.
- (vi) Particulars of all the postal ballot forms received from Members physically and votes cast electronically have been entered in the registers maintained separately for the purpose.



- (vii) The sealed postal ballot envelopes received were duly opened in my presence and the poll papers were diligently scrutinized and the shareholding matched /confirmed with the Register of Members /list of beneficiaries as on May 29, 2020 as maintained by the Company through the Registrar and Transfer Agent.
- (viii) The list of shareholders who cast their votes through remote e-voting was unblocked by me on July 10, 2020 at 2.15 PM.
- (ix) Votes cast by e-voting were matched with the Register of Members /list of beneficiaries and checked for duplication, viz., voting by both Physical and electronic mode.
- (x) None of the poll papers were found to be incomplete / and or defective and hence no votes were treated as invalid.

Postal Ballot Forms / e-voting received

	Particulars	In terms of No. of Postal Ballot Forms	In terms of No. of shares
<b>Physical Mode (A)</b>			
1	No. of Postal Ballot Forms received	8	10,71,592
2	Valid Postal Ballot Forms	8	10,71,592
3	Invalid / rejected / abstained Postal Ballot Forms	0	0
<b>E-voting (B)</b>			
1	Total e-voting	15	34,69,111
2	Valid e-voting	15	34,69,111
3	Invalid e-voting	0	0

The result of remote e-voting together with voting through postal ballot is as under:

**1. Resolution: Item No 1: BUSINESS TRANSFER AGREEMENT WITH M/S. MOTILAL OSWAL FINANCIAL SERVICES LIMITED**

**Type of Resolution: Special Resolution**

	Mode of voting	No. of shares	No. of votes	% of votes on outstanding shares	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
<b>Promoter and Promoter group</b>	e-voting	34,48,400	34,48,400	55.17	34,48,400	75.94	0	0.00
	Postal Ballot	8,40,000	8,40,000	13.44	8,40,000	18.50	0	0.00
	Total	42,88,400	42,88,400	68.61	42,88,400	94.44	0	0.00
<b>Public</b>	e-voting	20,711	20,711	0.33	20,207	0.45	504	0.01
	Postal Ballot	2,31,592	2,31,592	3.71	2,31,592	5.10	0	0.00
	Total	2,52,303	2,52,303	4.04	2,51,799	5.55	504	0.01
<b>GRAND TOTAL</b>		<b>45,40,703</b>	<b>45,40,703</b>	<b>72.65</b>	<b>45,40,199</b>	<b>99.99</b>	<b>504</b>	<b>0.01</b>



Since the number of votes cast in favour of the resolution is more than 3/4<sup>th</sup> of the votes cast against, we are of the opinion that the special resolution has been passed with requisite majority

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" the resolution is enclosed. All the Poll Papers, electronic data and relevant records will be sealed and handed over for safe keeping.

Yours faithfully,  
**For Sneha Jain & Associates**  
Company Secretaries  
(ICSI Unique Code: I2012TN897800)



**(Sneha Jain)**  
**Proprietrix**  
**Practicing Company Secretary**  
**FCS 8889 | CP No. 10650**  
**UDIN: F008889B000437966**



**Date: July 10, 2020**  
**Place: Chennai**