

Date: April 29, 2023

To,
Department of Corporate Services
Bombay Stock Exchange Limited
Ground Floor, P. J. Tower,
Dalal Street,
Fort, Mumbai- 400 001.

Dear Sir/Madam,

**Sub: Scrutinizer's Report on Voting Results of Postal Ballot Resolutions (Including E-voting) mentioned in the Postal Ballot Notice dated Friday, 24th March, 2023.
Ref: Scrip code: 542025 (Sun Retail Limited)**

Pursuant to Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, please find attached herewith, the consolidated scrutinizer's report on the resolutions passed through postal ballot and E-voting contained in the notice dated Friday, 24th March, 2023.

Thanking You,

**Yours faithfully,
For, SUN RETAIL LIMITED**

**DHARAMJIT BHUPATSINH MORI
WHOLE-TIME DIRECTOR & CFO
DIN: 08038027**

Encl: Scrutinizer's Report



Himanshu S K Gupta & Associates Company Secretaries

To,
The Chairman,
SUN RETAIL LIMITED,
B/107 First Floor, Sakar-9,
Nr. Old Reserve Bank,
Opp. Times of India, Ashram Road,
Ahmedabad 380009, Gujarat

Date: April 28, 2023

Re: Report of Scrutinizer on voting process (including Physical Postal Ballot and Remote E-voting) conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014.

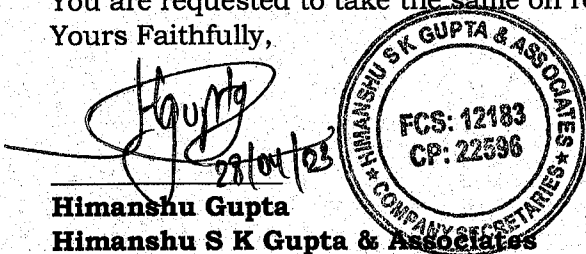
Dear Sir,

I, Himanshu Gupta, Proprietor of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretaries, Ahmedabad refer to my appointment as Scrutinizer of **Sun Retail Limited** for the purpose of scrutinizing the Remote E-Voting process and voting by Physical Postal Ballots in respect of the following resolutions contained in the Notice dated **Friday, March 24, 2023** which was concluded on **Friday, April 28, 2023 at 05:00 PM.**

- 1) Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association to Rs. 62,50,00,000/- (Rupees Sixty-Two Crores and Fifty Lakhs only) divided in to 62,50,00,000 (Sixty-Two crore and Fifty Lakhs only) equity shares of face value of Rs. 1/- (Rupees One only) each.
- 2) Alteration in Object Clause III(A) of Memorandum of Association by adopting new object clause for the Company
- 3) Migration from SME Platform of BSE Limited to Main Board of BSE Limited

I now enclose my report to the chairman of Sun Retail Limited on the result of voting process (including Physical Postal Ballot and Remote E-voting) concluded on **Friday, April 28, 2023 at 05:00 PM.**

You are requested to take the same on record and acknowledge.
Yours Faithfully,


Himanshu Gupta
Himanshu S K Gupta & Associates
Company Secretaries
FCS No.: 12183
CP. No.: 22596

Date: April 28, 2023
Place: Ahmedabad

E-mail: himanshukgupta@live.com

(M): +91-9033 9077 34

Office: 23, Sarthik Complex, Nr. Gulmohar Park Mall, Satellite, Ahmedabad-380015, Gujarat.



Himanshu S K Gupta & Associates Company Secretaries

FORM NO. MGT-13 CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 & 110 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014 as amended]*

To,
The Chairman,
Sun Retail Limited, ('Company')
B/107 First Floor, Sakar-9,
Nr. Old Reserve Bank,
Opp. Times of India, Ashram Road,
Ahmedabad 380009, Gujarat

Re: Report of Scrutinizer on voting process (including Physical Postal Ballot and Remote E-voting) conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014.

Dear Sir,

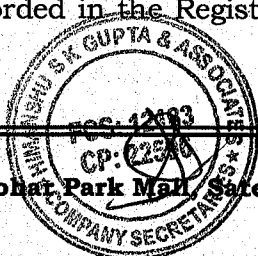
I, Himanshu Gupta, Proprietor of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretaries, Ahmedabad have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed on March 24, 2023 for the purpose of scrutinizing the Remote E-Voting process and voting by Physical Postal Ballots pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of Companies (Management and Administration) Rules, 2014, 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 thereunder relating to remote e-voting or by way of Physical Postal Ballots. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) based on the reports generated from the Remote E-voting system provided by **NSDL** (the Agency/service provider) authorized and engaged by the company for that purpose and the Physical Postal Ballots received from the shareholders/members.

I submit my report as under:

- i. The shareholders of the company holding shares as on the "cut-off" date **Friday, March 24, 2023**, whose names were recorded in the Register of Members or in the Register of

E-mail: himanshugupta@live.com
Office: 23, Sarthik Complex, Nr. Gulmohar, Park Mall, Satellite, Ahmedabad-380015, Gujarat.

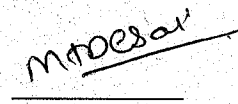


(M): +91-9033 9077 34

Beneficial Owners maintained by the Depositories, were entitled to vote on the proposed resolutions as set out in item no. 1 to 3 in the Postal Ballot Notice dated **Friday, March 24, 2023**.

- ii. The postal ballot notice along with postal ballot form was mailed electronically to the members who had registered their emails with the depositories by NSDL.
- iii. The facility provided for Remote E-voting commenced from **09:00 A.M. on Thursday, March 30, 2023** and ended on **05:00 P.M. on Friday, April 28, 2023**. The Remote E-voting facility was blocked thereafter. And physical postal ballot forms received, if any till **05:00 P.M. on Friday, April 28, 2023** were considered for my scrutiny.
- iv. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms. After counting of the votes of physical Postal Ballot, the votes cast through Remote E-voting were unblocked by me in the presence of two witnesses who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Bhavin Patel


Malay Desai

- v. The voting done through Remote E-voting and Physical Postal Ballots were reconciled with the record maintained by the Company/Registrar and Share Transfer Agent of the company and the authorization/proxies lodged with the company.
- vi. I did not find any invalid, defaced or mutilated ballot paper.
- vii. No member has voted through both the modes, i.e. remote e-voting as well as physical postal ballot.
- viii. The Result of the Remote E-Voting as well as Physical Postal Ballot is as under:



- (1) **ORDINARY RESOLUTION:** Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association to Rs. 62,50,00,000/- (Rupees Sixty-Two Crores and Fifty Lakhs only) divided in to 62,50,00,000 (Sixty-Two crore and Fifty Lakhs only) equity shares of face value of Rs. 1/- (Rupees One only) each.

❖ **Voted in Favour of the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted by them	% of total number of Valid votes cast
E voting	18	4811200	76.81 %
Postal Ballot	3	1404800	22.42%
Total	21	6216000	99.23%

❖ **Voted Against of the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted by them	% of total number of Valid votes cast
E voting	1	48000	0.77%
Postal Ballot	-	-	-
Total	1	48000	0.77%

- (2) **SPECIAL RESOLUTION:** Alteration in Object Clause III(A) of Memorandum of Association by adopting new object clause for the Company

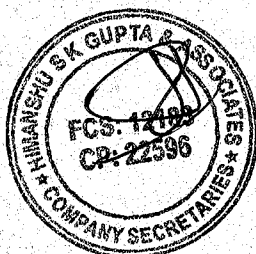
❖ **Voted in Favour of the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted by them	% of total number of Valid votes cast
E voting	17	4763200	76.63%
Postal Ballot	3	1404800	22.60%
Total	20	6168000	99.23%

❖ **Voted Against of the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted by them	% of total number of Valid votes cast
E voting	1	48000	0.77%
Postal Ballot	-	-	-
Total	1	48000	0.77%

- (3) **SPECIAL RESOLUTION:** Migration from SME Platform of BSE Limited to Main Board of BSE Limited



❖ **Voted in Favour of the resolution:**

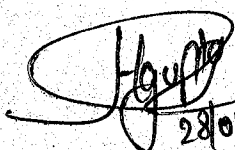
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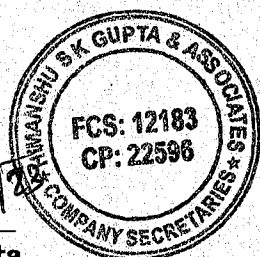
❖ **Voted Against of the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted by them	% of total number of Valid votes cast
E voting	1	48000	0.77%
Postal Ballot	-	-	-
Total	1	48000	0.77%

- ix. All the resolutions mentioned in the postal ballot Notice as per details above accordingly stand passed with the requisite majority.
- x. The Electronic data and all other records relating to Remote E-voting and postal ballot process conducted is under the safe custody and will be handed over to the Company Secretary/Whole Time Director of the company for preserving safely after the chairman considers, approves and signs the minutes of general meeting/postal ballot.

Thanking You,


28/04/23



Himanshu Gupta
Himanshu S K Gupta & Associates
Company Secretaries
FCS No.: 12183
C.P. No.: 22596
UDIN: F012183E000220644
Date: April 28, 2023
Place: Ahmedabad

Mr. Dharamjit Mori
Wholetime Director & CFO