

**FORM No. MGT-13**

**Report of Scrutinizer**

*[Pursuant to section 108, 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]*

To  
Chairman,  
Sarup Industries Limited,  
141- Leather Complex,  
Jalandhar

**The 43rd Annual General Meeting of the Equity Shareholders of Sarup Industries Limited Held on Friday, the 30th day of September, 2022 at 11.30 AM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility.**

Dear Sir,

I, Ankit Gandhi, Practicing Company Secretary of Ankit Gandhi & Associates, Jalandhar, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Sarup Industries Limited, held on Friday, **the 30th day of September, 2022 at 11.30 AM** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility, Submit report as under:

1. The E-Voting Period remain opened from 10.00 AM on Monday, 26.09.2022 upto 05.00 PM on Thursday, 29.09.2022.
2. The notice was sent to all the members whose names appeared in the register of Members as on 22.09.2022, who are entitled to vote on the proposed 4 (Four) resolution(s) mentioned in the Notice to the 43rd Annual General Meeting of Sarup Industries Limited.
3. The Votes are unblocked on 01.10.2022 in the presence of two witnesses, namely Ms. Gurpreet Kaur and Ms. Rajwinder Kaur, who are not in employment of the Company. A statement to that effect is enclosed herewith as Annexure A.
4. Thereafter, the detailed report was downloaded from the website of National Securities Depository Limited <https://www.evoting.nsdl.com>
5. As per the information provided to me, the Company has published the advertisement required under Rule 20(3) (v) of the Companies (Management and Administration) Rules, 2014, on the 06.09.2022.
6. The voting at the time of AGM was conducted by E-voting and live streaming in my presence according to provisions as prescribed under the Companies Act, 2013 and Rules made therein.

The Consolidated results of the E voting and Poll are given below:

**Resolution No 1: Item No 1 of the Notice of AGM**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together with the Reports of the Directors and the Auditors thereon.

**Votes "In Favour" of the Resolution**

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	21	2523721	99.999
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>21</b>	<b>2523721</b>	<b>99.999</b>

**Votes "Against" the Resolution**

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	1	1	0.001
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

**"Invalid" Votes**

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Resolution No 2: Item No 2 of the Notice of the AGM**

To appoint a Director in place of Mr. Atamjit Singh Bawa (DIN: 00807400) who retires by rotation and being eligible, offers himself for re-election.

**Votes "In Favour" of the Resolution**

<b>Mode of Voting</b>	<b>Total number of members present and voting ( through VC/OAVM in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast (approx)</b>
Remote e-voting	20	2523611	99.996
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>20</b>	<b>2523611</b>	<b>99.996</b>

**Votes "Against" the Resolution**

<b>Mode of Voting</b>	<b>Total number of members present and voting ( through VC/OAVM in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast (approx)</b>
Remote e-voting	2	111	0.004
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>2</b>	<b>111</b>	<b>0.004</b>

**"Invalid" Votes**

<b>Mode of Voting</b>	<b>Total number of members present and voting ( through VC/OAVM in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast (approx)</b>
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

### Resolution No 3: Item No 3 of the Notice of the AGM

#### Appointment of Auditors

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

To appoint Statutory auditors of the Company to hold office from the date of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:-

**“RESOLVED THAT** pursuant to provision to section 139 of the Companies Act, 2013 **M/s. Y K SUD & CO. (FRN- 0000047N)** be and are hereby appointed as the Statutory auditors of the Company to hold office from the date of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company, at remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.”

#### Votes “In Favour” of the Resolution

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	20	2523611	99.996
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>20</b>	<b>2523611</b>	<b>99.996</b>

#### Votes “Against” the Resolution

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	2	111	0.004
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>2</b>	<b>111</b>	<b>0.004</b>

#### “Invalid” Votes

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### Resolution No 4: Item No 4 of the Notice of the AGM

**Reappointment of Mr. Simarjit Singh Bawa (DIN: 00851651) as a Managing Director of the Company for a period of further five years.**

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

**“RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Simarjit Singh Bawa (DIN: 00851651) as the Managing Director of the Company under the Companies Act, 2013 for a period of further five years with effect from 30<sup>th</sup> September, 2022 to 29<sup>th</sup> September, 2027 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Simarjit Singh Bawa, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

#### Votes “In Favour” of the Resolution

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	19	2520711	99.996
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>19</b>	<b>2520711</b>	<b>99.996</b>

**Votes "Against" the Resolution**

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	2	111	0.004
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>2</b>	<b>111</b>	<b>0.004</b>

**"Invalid" Votes**

Mode of Voting	Total number of members present and voting ( through VC/OAVM in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (approx)
Remote e-voting	0	0	0
Voting through polling paper ( in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

Thanking You,  
For Ankit Gandhi & Associates



*Ankit Gandhi*  
Ankit Gandhi  
Proprietor  
M No- 7646  
CP No- 8204

For Sarup Industries Limited

*[Signature]*  
Managing Director

COUNTERSIGNED BY  
MR. SIMARJIT SINGH BAWA (DIN:00851651)

Place-Jalandhar  
Date: 01.10.2022

**ANNEXURE-A**

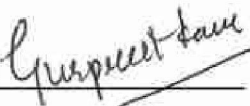
**STATEMENT OF WITNESS AS REQUIRED TO BE PRESENT UNDER RULE 20 (3) (XI) OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**WITNESS 1**

I, Gurpreet Kaur, hereby state that, I witnessed the unblocking of the votes on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), when Mr. Ankit Gandhi, Scrutinizer appointed by the Sarup Industries Limited, unblocked the same. I further state that I am not an employee of Sarup Industries Limited,

Place: Jalandhar

Date: 01.10.2022

Signature 

**WITNESS 2**

I, Rajwinder Kaur, hereby state that, I witnessed the unblocking of the votes on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), when Mr. Ankit Gandhi, Scrutinizer appointed by the Sarup Industries Limited, unblocked the same. I further state that I am not an employee of Sarup Industries Limited,

Place: Jalandhar

Date: 01.10.2022

Signature 