

**ANKIT GANDHI & ASSOCIATES
COMPANY SECRETARIES**

**B-21, PROFESSIONAL PLANET
MODEL TOWN ROAD
NEAR SKYLARK HOTEL
JALANDHAR-144001
0181-4612312, 9888113713
E-mail: csankitgandhi@gmail.com**

**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 41st Annual General Meeting of the Equity Shareholders of Sarup Industries Limited Held on Monday, the 28th day of September, 2020 at 11:00 A.M 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 **Monday, the 28th day of September, 2020 at 11:00 A.M** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility, Submit report as under:

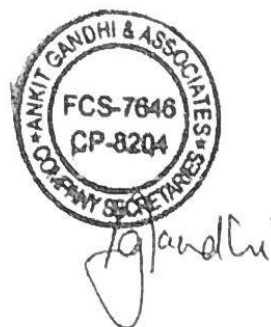
1. The E-Voting Period remain opened from 10.00 AM on Thursday, 24.09.2020 upto 05.00 PM on Sunday, 27.09.2020.
2. The notice was sent to all the members whose names appeared in the register of Members as on 22.09.2020, who are entitled to vote on the proposed 4 (Four) resolution(s) mentioned in the Notice to the 41st Annual General Meeting of Sarup Industries Limited.
3. The Votes are unblocked on 29.09.2020 in the presence of two witnesses, namely Ms. AMAN and Mr. VIPAN, who are not in employment of the Company. A statement to that affect is enclosed herewith as Annexure A.



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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 02.09.2020.
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 31st March, 2020, 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	10	2421151	95.63
Voting through polling paper (in person or by proxy)	0	0	0
Total	10	2421151	95.63

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	3	110550	4.37
Voting through polling paper (in person or by proxy)	0	0	0
Total	3	110550	4.37

"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
Total	0	0	0

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

To appoint a Director in place of **MR. ASHWANI ARORA (DIN: 01809365)** who retires by rotation and being eligible, offers himself for re-election.

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	10	2421151	95.63
Voting through polling paper (in person or by proxy)	0	0	0
Total	10	2421151	95.63

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	3	110550	4.37
Voting through polling paper (in person or by proxy)	0	0	0
Total	3	110550	4.37

"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
Total	0	0	0



Ankit Gandhi

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

Appointment of Mr. ROHIT RAJPAL as Independent Director

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 Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Mr. ROHIT RAJPAL (DIN: 08750443)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2020 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 30th May,2020 to 29th May,2025."

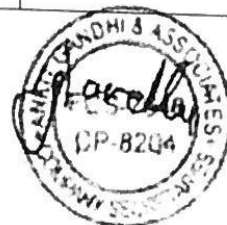
RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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	10	2421151	95.63
Voting through polling paper (in person or by proxy)	0	0	0
Total	10	2421151	95.63

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	3	110550	4.37
Voting through polling paper (in person or by proxy)	0	0	0
Total	3	110550	4.37



"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
Total	0	0	0

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

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 Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Col. GURCHARAN SINGH** (DIN: 02425153), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th August, 2020 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 26th August, 2020 to 25th August, 2025."

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or 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	10	2421151	95.63
Voting through polling paper (in person or by proxy)	0	0	0
Total	10	2421151	95.63

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	3	110550	4.37
Voting through polling paper (in person or by proxy)	0	0	0
Total	3	110550	4.37

"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
Total	0	0	0

Thanking You,
For Ankit Gandhi & Associates
Company Secretary



Ankit Gandhi
(Prop)
M No. 7646

COUNTERSIGNED BY

MR. SIMARJIT SINGH BAWA
Din: (00851651)

Place-Jalandhar
Date: 29.09.2020

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, AMAN D/o Sh. JASWANT SINGH R/O NEW JAWAHAR NAGAR JALANDHAR, hereby state that, I witnessed the unblocking of the votes on the website 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: 29.09.2020

Signature



WITNESS 2

I, VIPAN S/o Sh. SATPAL R/o BHARGO CAMP JALANDHAR, hereby state that, I witnessed the unblocking of the votes on the website 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: 29.09.2020

Signature

