

Date: September 29, 2022

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 15th AGM of the Company.
Ref: Scrip code: 542025 (Sun Retail Limited)

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 company has submitted the voting results of the resolutions passed at the Annual General Meeting of the company held on September 29, 2022 from 09:30 a.m. to 10:30 a.m. at the registered office of the company.

Further, in terms of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated scrutinizer's report on the remote e-voting and poll is enclosed herewith.

Please take the same on your records.

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

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 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 Remote E-voting and Physical Poll voting at AGM) conducted pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014.

15th Annual General Meeting of the
Members of Sun Retail Limited
held on 29th Day of September, 2022 at 09:30 A.M. at
the registered office of the Company.

Dear Sir,

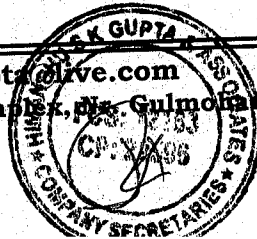
I, Himanshu Gupta, Proprietor of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretaries, Ahmedabad have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed on September 05, 2022 for the purpose of scrutinizing the Remote E-Voting process and voting by poll at AGM pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of Companies (Management and Administration) Rules, 2014, in a fair and transparent manner on the resolution(s) contained in the notice to the 15th AGM of the members of "Sun Retail Limited" (the company) held on Thursday, the 29th September, 2022 at 09:30 A.M. at B/107, First Floor, Sakar-9, Nr. Old Reserve Bank, Opp. Times of India, Ashram Road, Ahmedabad Gujarat 380009.

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 poll voting at AGM. 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

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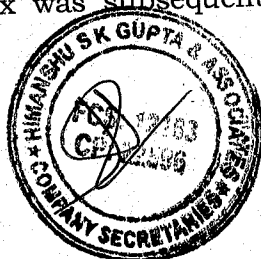


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National Securities Depository Limited (NSDL) (the Agency/service provider) authorized and engaged by the company for that purpose and the Physical polling papers received from the shareholders/members at the AGM of the company.

I submit my report as under:

- i. The Shareholders of the company holding shares as on the "cut-off" date **Thursday, 22nd September, 2022**, whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories were entitled to vote on the proposed resolutions as set out in item nos. 1 to 5 in the notice of the AGM of Sun Retail Limited dated **Monday, 5th September, 2022**.
- ii. The notice of AGM along with Annual Report was mailed electronically to the members who had registered their emails with the depositories. Further, the company has provided the polling papers to the members who have attended the AGM of the company on **Thursday, 29th September, 2022** and has not availed the facility of remote e-voting.
- iii. The facility provided for Remote E-voting commenced from **09:00 A.M. on Monday, 26th September, 2022** and ended on **05:00 P.M. on Wednesday, 28th September, 2022**. The Remote E-voting facility was blocked thereafter.
- iv. At the venue of the AGM the facility to cast the vote by poll was provided to facilitate those members present at the AGM and after the announcement made for the closing of the polling process by the chairman, Ballot Box kept for the polling were locked in my presence with due identification marks placed by me.
- v. The Locked Ballot Box was subsequently opened in my presence and ballot papers were diligently scrutinized.





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- vi. The voting done through Remote E-voting and Polling 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.
- vii. No member has voted through both the modes, i.e. remote e-voting as well as physical poll voting.
- viii. The Result of the Remote E-Voting as well as Polling at the AGM is as under:

- (1) **ORDINARY RESOLUTION** for adoption of the Audited Statement of Accounts i.e. The Audited Balance Sheet as at 31st March, 2022, the Profit & Loss Account for the year ended on that date, the report of the Auditors and Directors thereon.

Voted in Favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	10	577600	100%
Poll	15	6214400	100%
Total	25	6792000	100%

Voted Against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	-	-	-
Poll	-	-	-
Total	-	-	-

- (2) **ORDINARY RESOLUTION** for re-appointment of M/s G M C A & Co. as statutory auditor of the company:

Voted in Favour of the resolution:





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Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	9	481600	100%
Poll	15	6214400	100%
Total	24	6696000	100%

Voted Against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	1	96000	100%
Poll	-	-	-
Total	1	96000	100%

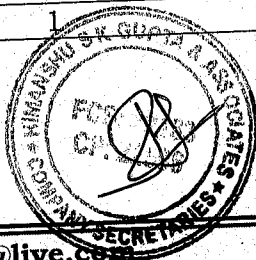
- (3) **ORDINARY RESOLUTION** for Approval of appointment of Mr. Rakesh Nareshchandra Kapadia (DIN: 09361904) as Non-Executive Director of company:

Voted in Favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	9	481600	100%
Poll	15	6214400	100%
Total	24	6696000	100%

Voted Against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	1	96000	100%
Poll	-	-	-
Total	1	96000	100%





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- (4) **SPECIAL RESOLUTION** for Appointment of Mr. Rajat Raja Kothari (DIN: 09604960) as Independent Director of 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 at them	% of total number of Valid votes cast
E-voting	9	481600	100%
Poll	15	6214400	100%
Total	24	6696000	100%

Voted Against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	1	96000	100%
Poll	-	-	-
Total	1	96000	100%

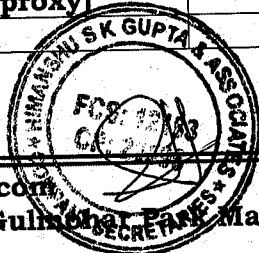
- (5) **ORDINARY RESOLUTION** for Re-appointment of Mr. Dharamjit Bhupatsinh Mori (DIN: 08038027) as Whole-Time Director of the company:

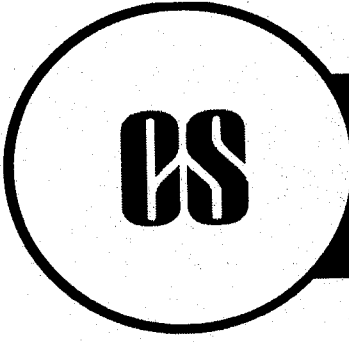
Voted in Favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	8	433600	100%
Poll	15	6214400	100%
Total	23	6648000	100%

Voted Against of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Numbers of votes casted at them	% of total number of Valid votes cast
E-voting	2	144000	100%



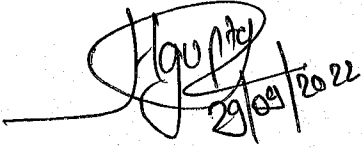


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Poll	-	-	-
Total	2	144000	100%

- ix. No polling papers were found invalid.
- x. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with the requisite majority.
- xi. The Electronic data and all other records relating to Remote E-voting and poll papers are under my safe custody and will be handed over to the Company Secretary/Director authorized by the Board for preserving safely after the chairman considers, approves and signs the minutes of AGM.

Thanking You,
Yours Faithfully,


29/09/2022



Himanshu Gupta
Himanshu S K Gupta & Associates
Company Secretaries
FCS No.: 12183
C.P. No.: 22596
UDIN: F012183D001082736

Mr. Dharamjit Mori
Chairman of the meeting

Date: 29th September, 2022
Place: Ahmedabad