

Date: September 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 16th 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 28, 2023 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')
722, Gala Empire, Drive in Road,
Opp. Tv Tower Thaltej,
Ahmedabad-380054, 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.

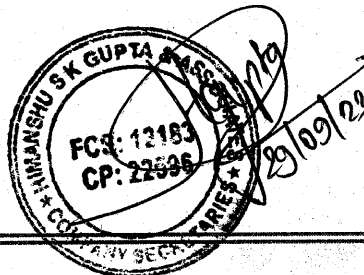
16th Annual General Meeting of the
Members of Sun Retail Limited
held on 28th Day of September, 2023 at 09:30 A.M. at
the registered office of the Company.

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 August 30, 2023 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 16th AGM of the members of "Sun Retail Limited" (the company) held on Thursday, the 28th September, 2023 at 09:30 A.M. at 722, Gala Empire, Drive in Road, Opp. Tv Tower Thaltej, Ahmedabad-380054, Gujarat.

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 **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:



E-mail: himanshugupta@live.com

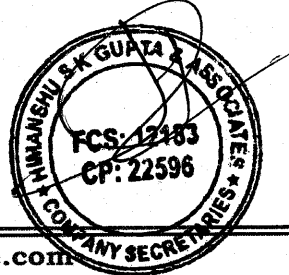
(M): +91-9033 9077 34

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



Himanshu S K Gupta & Associates Company Secretaries

- i. The Shareholders of the company holding shares as on the "cut-off" date **Friday, 22nd September, 2023**, 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 4 in the notice of the AGM of Sun Retail Limited dated **Wednesday, 30th August, 2023**.
- 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, 28th September, 2023** 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, 25th September, 2023** and ended on **05:00 P.M. on Wednesday, 27th September, 2023**. 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.
- 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:





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- (1) **ORDINARY RESOLUTION** for adoption of the audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors 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	6	337600	100%
Poll	16	5580400	100%
Total	22	5918000	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	-	-	-

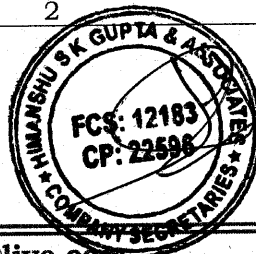
- (2) **ORDINARY RESOLUTION** for re-appointment of Mr. Rakesh Nareshchandra Kapadia, who retires by rotation and being eligible offers himself for re-appointment:

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	4	145600	100%
Poll	16	5580400	100%
Total	20	5726000	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	192000	100%
Poll	-	-	-
Total	2	192000	100%





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- (3) **ORDINARY RESOLUTION** for Approval of appointment of M/s N.S. Nanavati & Co., Chartered Accountants as Statutory Auditors of the company in the casual vacancy for Financial Year 2023-2024 and for the term of 5 years:

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	5	241600	100%
Poll	16	5580400	100%
Total	21	5822000	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%

- (4) **SPECIAL RESOLUTION** for Appointment of Ms. Sejal Kanjibhai Parmar (DIN: 10093528) as Independent Director of the company:

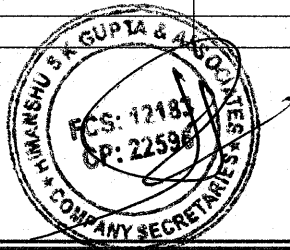
Voted in Favour of the resolution:

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	4	145600	100%
Poll	16	5580400	100%
Total	20	5726000	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	192000	100%
Poll	-	-	-
Total	2	192000	100%

- ix. No polling papers were found invalid.

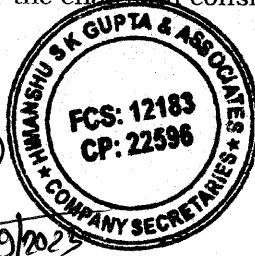




Himanshu S K Gupta & Associates Company Secretaries

- 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,



Himanshu Gupta
Himanshu S K Gupta & Associates
Company Secretaries
FCS No.: 12183
C.P. No.: 22596
UDIN: F012183E001132665

Mr. Dharamjit Mori
Chairman of the meeting

Date: 29th September, 2023
Place: Ahmedabad