

SCRUTINIZER'S REPORT

To,
The Chairman
Sterling Greenwoods Limited
25, Sunrise Centre,
Opp. Drive-in-Cinema,
Thaltej, Ahmedabad - 380 052

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 26th Annual General Meeting of M/s. Sterling Greenwoods Limited held on Friday, the 28th day of September, 2018 at 11:30 a.m. at the Greenwood Lake Holiday Resort, Chharodi Farm Complex, Off Sarkhej - Gandhinagar Highway, Opp. Village Chharodi, Ahmedabad.

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Sterling Greenwoods Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting ("AGM") venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 26th AGM of the members of the Company, held on Friday, the 28th day of September, 2018 at 11:30 a.m. at the Greenwood Lake Holiday Resort, Chharodi Farm Complex, Off Sarkhej - Gandhinagar Highway, Opp. Village Chharodi, Ahmedabad.

The Notice dated 30st August, 2018 was sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 26th AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

Ravi Kapoor



E-Voting:

- (i) The e-voting period remained open from Tuesday, 25th September, 2018 (09.00 a.m.) to Thursday, 27th September, 2018 (05.00 p.m.).
- (ii) The members of the Company as on the "cut-off" date i.e. 21st September, 2018 were entitled to vote on the resolutions (items no. 1 & 2 as set out in the notice of the 26th Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, Statement of Profit & Loss and Cash Flow statement (including Consolidated Financial Statements) for the period ending on that date together with the Auditor's Report, Directors Report and Secretarial Audit Report thereon.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	2103642	26	2103297	99.98	1	345	0.02	Nil	Nil
Poll at the AGM	61940	13	61940	100	Nil	Nil	Nil	1	10
Total	2165582	39	2165237	99.98	1	345	0.02	1	10

Ravi Kapoor



**Ravi Kapoor
&
Associates**

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Company Secretaries

Trade Mark Agent

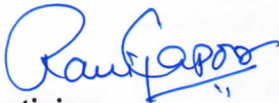
Insolvency Resolution Professional

Item No. 2- Ordinary Resolution

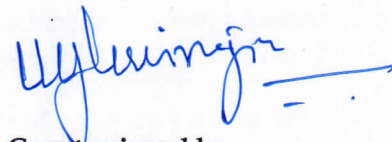
The vacancy caused by retirement by rotation of Mrs. Meeta Mathur (DIN 01624313) who has not offered herself for re-election, in the Board of Directors of the Company be not filled up

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Thanking you,
Yours faithfully,



Scrutinizer
Name: Ravi Kapoor
Practicing Company Secretary
FCS: 2587; COP: 2407



Countersigned by
Mr. Umeshbhai Lavingia
Chairman of the Meeting
Sterling Greenwoods Limited

Date: 28/09/2018
Place: Ahmedabad