

**Ravi Kapoor  
&  
Associates**  
4<sup>th</sup> Floor,  
"Shaival Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
☎ 26420336/7/9 (R) 26568212  
Fax : 079-26424100, (M) 98250 63147  
E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries**

**Trade Mark Agent**

**Insolvency Resolution Professional**

## SCRUTINIZER'S REPORT

To,  
The Chairman  
**STERLING GREENWOODS LIMITED**  
25, Sunrise Centre,  
Opp. Drive-In Cinema,  
Thaltej, Ahmedabad- 380 054

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 venue of 28<sup>th</sup> Annual General Meeting (AGM) of Sterling Greenwood Limited held on Wednesday, 30<sup>th</sup> December, 2020 at the Greenwood Lake Holiday Resort, Chharodi Farm Complex, Off. Sarkhej-Gandhinagar Highway, Opp. Village- Chharodi, Ahmedabad at 11:30 A.M.**

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of Sterling Greenwood Limited (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting and Poll at venue of AGM and ascertaining the requisite majority, on the resolutions contained in the notice to the 28<sup>th</sup> AGM of the members of the Company, held on Wednesday, 30<sup>th</sup> December, 2020 at the Greenwood Lake Holiday Resort, Chharodi Farm Complex, Off. Sarkhej-Gandhinagar Highway, Opp. Village- Chharodi, Ahmedabad at 11:30 A.M.

The Notice dated 4<sup>th</sup> December, 2020 were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM 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 28<sup>th</sup> 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 remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company.

The Company has also provided Poll at venue of AGM to the Shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.



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

**Remote E-Voting:**

- (i) The remote e-voting period remained open from Sunday, 27<sup>th</sup> December, 2020 (9.00 A.M.) to Tuesday, 29<sup>th</sup> December, 2020 (05.00 P.M.)
- (ii) The members of the Company as on the "cut-off" date i.e. Wednesday, 23<sup>rd</sup> December, 2020 were entitled to vote on the resolutions (Items Number 1 to 6 as set out in Notice of AGM 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.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through remote e-voting.

**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.



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**Item No. 1- Ordinary Resolution**

a) To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended on March 31, 2020 together with Directors', Auditors' Report and Secretarial Audit Report thereon AND

b) To receive, consider and adopt the Audited Consolidated Financial Statements of the company for the financial year ended on March 31, 2020 together with Auditors' Report thereon.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	2826772	26	2099379	74.27	3	727393	25.73
Polling Paper at venue of AGM	66546	28	66546	100	Nil	Nil	Nil
<b>Total</b>	<b>2893318</b>	<b>54</b>	<b>2165925</b>	<b>74.86</b>	<b>3</b>	<b>727393</b>	<b>25.14</b>

Invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
Remote E-Voting	Nil	Nil
Polling Paper at venue of AGM	1	10
<b>Total</b>	<b>1</b>	<b>10</b>





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## Item No. 2- Ordinary Resolution

To appoint a Director in place of Mr. Umesh Ghanshyambhai Lavingia (Din: - 02426615) who retires by rotation and is eligible for reappointment.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	2826772	26	2099379	74.27	3	727393	25.73
Polling Paper at venue of AGM	66546	28	66546	100	Nil	Nil	Nil
<b>Total</b>	<b>2893318</b>	<b>54</b>	<b>2165925</b>	<b>74.86</b>	<b>3</b>	<b>727393</b>	<b>25.14</b>

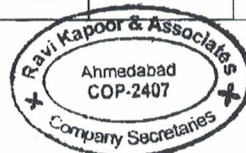
Invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
Remote E-Voting	Nil	Nil
Polling Paper at venue of AGM	1	10
<b>Total</b>	<b>1</b>	<b>10</b>

## Item No. 3- Ordinary Resolution

To Appoint Statutory Auditors of the Company

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	2826772	26	2099379	74.27	3	727393	25.73
Polling Paper at	66546	28	66546	100	Nil	Nil	Nil



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venue of AGM							
<b>Total</b>	<b>2893318</b>	<b>54</b>	<b>2165925</b>	<b>74.86</b>	<b>3</b>	<b>727393</b>	<b>25.14</b>

Invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
Remote E-Voting	Nil	Nil
Polling Paper at venue of AGM	1	10
<b>Total</b>	<b>1</b>	<b>10</b>

## Item No. 4- Ordinary Resolution

To appoint Mr. Umesh Ghanshyambhai Lavingia as a Non-Executive Chairman

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	2826772	26	2099379	74.27	3	727393	25.73
Polling Paper at venue of AGM	66546	28	66546	100	Nil	Nil	Nil
<b>Total</b>	<b>2893318</b>	<b>54</b>	<b>2165925</b>	<b>74.86</b>	<b>3</b>	<b>727393</b>	<b>25.14</b>

Invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
Remote E-Voting	Nil	Nil
Polling Paper at venue of	1	10



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AGM		
Total	1	10

## Item No. 5- Ordinary Resolution

To appoint Mr. Bharat Kumar Lekhi as a Managing Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	2826772	26	2099379	74.27	3	727393	25.73
Polling Paper at venue of AGM	66546	28	66546	100	Nil	Nil	Nil
<b>Total</b>	<b>2893318</b>	<b>54</b>	<b>2165925</b>	<b>74.86</b>	<b>3</b>	<b>727393</b>	<b>25.14</b>

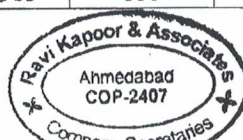
Invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
Remote E-Voting	Nil	Nil
Polling Paper at venue of AGM	1	10
<b>Total</b>	<b>1</b>	<b>10</b>

## Item No. 6- Ordinary Resolution

To appoint Mr. Shailesh Kumar Badrinarayan Singh as a Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	2826772	26	2099379	74.27	3	727393	25.73
Polling	66546	28	66546	100	Nil	Nil	Nil





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Paper at venue of AGM							
<b>Total</b>	<b>2893318</b>	<b>54</b>	<b>2165925</b>	<b>74.86</b>	<b>3</b>	<b>727393</b>	<b>25.14</b>

Invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
Remote E-Voting	Nil	Nil
Polling Paper at venue of AGM	1	10
<b>Total</b>	<b>1</b>	<b>10</b>

The data sheet relating to remote e-voting and Poll at venue of AGM and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you

Yours faithfully,

*Ravi Kapoor*

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



Date: 31<sup>st</sup> December, 2020  
Place: Ahmedabad

Countersigned by

*ugluy*

Chairman/Managing Director

