

SCRUTINIZER REPORT

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 47th Annual General Meeting of the Equity Shareholders of **SUNIL INDUSTRIES LIMITED** held on Saturday, 23rd September, 2023 at 03.00 pm through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

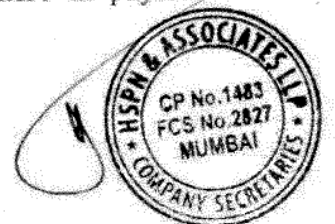
Dear Sir,

- A. I, Mr. Hemant Shripad Shetye, Designated Partner of **M/s HSPN & Associates LLP**, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated 16th August, 2023 to conduct the following: -

To Scrutinize Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 47th Annual General Meeting (hereinafter referred as AGM) held on Saturday, 23rd September, 2023, 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 pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 47th Annual General Meeting dated 16th August, 2023.

The Voting rights were reckoned as on Saturday, 16th September, 2023 being the cut-off date for the purpose of deciding the entitlements of members eligible for voting on the resolutions.

- B. The AGM was held through Video Conferencing(VC)/ Other Audio Visuals Means (OAVM) 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 pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 02/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs ("MCA") and Circular No SEBI/HO/CFD/PoD-2CMD2/P/ CIR/P/2023/4 dated 5th January, 2023, issued by Securities and Exchange Board of India ("SEBI"), where in physical



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attendance of Members was not required and facility to appoint proxy to attend and cast vote for members was not available at the AGM.

- C. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by Company.
- D. The Company had availed remote E-voting facility offered by National Securities Depository Limited ("NSDL") for the purpose of E-voting by the members of the Company from **Wednesday, 20th September, 2023 (from 9.00 a.m. IST) and ended on Friday, 22nd September, 2023 (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote E-voting facility, the NSDL E-voting platform was blocked thereafter.
- E. The votes cast under the remote E-voting facility and E-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.
- F. After the closure of the voting at the Annual General Meeting, the report on voting done for the meeting was generated in my presence and the voting was diligently scrutinized.
- G. I have scrutinized and reviewed the remote E-voting and E-voting during the AGM tendered therein based on the data downloaded from the NSDL E-voting system.
- H. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to AGM by Video Conferencing [VC]/ Other Audio Visual Means (OAVM) and the E-voting on the resolutions contained in the notice of the AGM, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the E-voting system provided by National Securities Depository Limited ("NSDL").
- I. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the National Securities Depository Limited ("NSDL") e-voting system, and on the basis of the votes received on the same, I hereby report the following:



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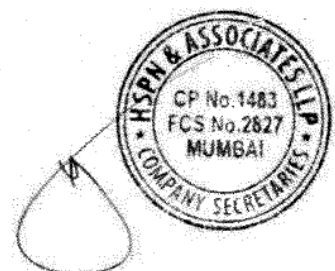
Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv)* 100)	
Item No. 1 ORDINARY RESOLUTION Approval of audited Financial Statements for the year ended 31 st March 2023	2498800	99.99%	100	0.01%	NA

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

Invalid Votes are not included in calculation of Votes "for" and "against".

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 1 is passed with **Requisite Majority**.



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Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv)* 100)	
Item No. 2- ORDINARY RESOLUTION Approval for re-appointment of Mr. Pradeep Chatruprasad Roongta, Whole Time Director (holding DIN 00130283) who is retiring by rotation and being eligible offers himself for re-appointment	24,81,200	99.83	4100	0.17	13,600

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable

Invalid Votes are not included in calculation of Votes "for" and "against."

The votes of Mr. Pradeep Chatruprasad Roongta (DIN: 00130283) are considered invalid on the above resolution.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 2 is passed with **Requisite Majority.**



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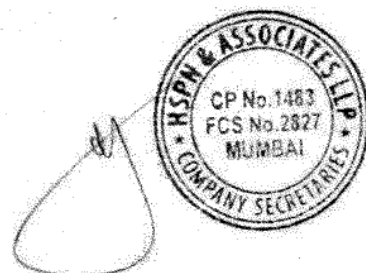
Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv)* 100)	
Item No. 3- ORDINARY RESOLUTION To appointment of M/S V.K. Beswal & Associates, Chartered Accountants (FRN: 101083W) as statutory auditors under casual vacancy caused by resignation of M/S. PR Agarwal & Awasthi (FRN: 117940W).	24,94,800	99.84	4,100	0.16	NA

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

Invalid Votes are not included in calculation of Votes "for" and "against".

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 3 is passed with **Requisite Majority**.



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Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv)* 100)	
Item No. 4- ORDINARY RESOLUTION (Special Business) Ratification of Remuneration Payable to Cost Auditor for Financial Year 2023-2024	2498800	99.99	100	0.01	NA

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable

Invalid Votes are not included in calculation of Votes "for" and "against."

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 4 is passed with **Requisite Majority**.



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- J. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

K. Restriction on Use

This report has been issued at the request of the Company for (i) submission to The Bombay Stock Exchange, (ii) placing on website of the Company and (iii) website of National Securities Depository Limited ("NSDL"). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

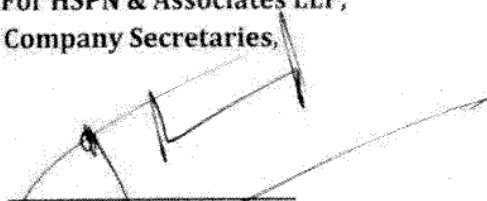
All the aforesaid resolutions from number 1 to 4 (all inclusive) were passed with requisite majority.

Thanking you,

Date: 23rd September 2023
Place: -Mumbai
PEER REVIEW NO. 2507/2022
ICSI UDIN: F002827E001070872



For HSPN & Associates LLP,
Company Secretaries,


Hemant Shetye
Designated Partner
FCS. -2827
CP No. -1483




Name: Ms. Varsha Kadam
Witness 1
Address: 206, 2nd Floor,
Tantia & Jogani Industrial Estate,
J. R. Boricha Marg,
Mumbai- 400 011,
Lower Parel (E)



Name: Mr. Khan Saeed
Witness 2
Address: 206, 2nd Floor,
Tantia & Jogani Industrial Estate,
J. R. Boricha Marg,
Mumbai- 400 011,
Lower Parel (E)

To be counter signed by
For Sun Industries Ltd.


Vinod Lath Director
Chairman

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of audited Financial Statements for the year ended 31st March 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2471200	2416400	97.7825	2416400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2416400	2416400	97.7825	2416400	0	100.0000
Public-Institutions	E-Voting	5100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1723700	82500	4.7862	82400	100	99.8788	0.1212
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1723700	82500	4.7862	82400	100	99.8788
Total		4200000	2498900	59.4976	2498800	100	99.9960	0.0040
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL FOR RE-APPOINTMENT OF MR. PRADEEP CHATRUPRASAD ROONGTA, WHOLE TIME DIRECTOR (HOLDING DIN 00130283) WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2471200	2416400	97.7825	2416400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2471200	2416400	97.7825	2416400	0	100.0000
Public-Institutions	E-Voting	5100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1723700	82500	4.7862	78400	4100	95.0303	4.9697
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1723700	82500	4.7862	78400	4100	95.0303
Total		4200000	2498900	59.4976	2494800	4100	99.8359	0.1641
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	13600
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINTMENT OF M/S V.K. BESWAL & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 101083W) AS STATUTORY AUDITORS UNDER CASUAL VACANCY CAUSED BY RESIGNATION OF M/S.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2471200	2416400	97.7825	2416400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2471200	2416400	97.7825	2416400	0	100.0000
Public-Institutions	E-Voting	5100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1723700	82500	4.7862	78400	4100	95.0303	4.9697
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1723700	82500	4.7862	78400	4100	95.0303
Total		4200000	2498900	59.4976	2494800	4100	99.8359	0.1641
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2023-2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2471200	2416400	97.7825	2416400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2471200	2416400	97.7825	2416400	0	100.0000
Public- Institutions	E-Voting	5100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1723700	82500	4.7862	82400	100	99.8788	0.1212
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1723700	82500	4.7862	82400	100	99.8788
Total		4200000	2498900	59.4976	2498800	100	99.9960	0.0040
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Voting results

Record date	16-09-2023
Total number of shareholders on record date	6206
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	35
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes