

Combined Report of Scrutinizer (Postal Ballot with E-voting facility)
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and
Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

STANROSE MAFATLAL INVESTMENT & FINANCE LIMITED

(CIN: L65910GJ1980PLC003731)

6TH FLOOR, “POPULAR HOUSE”,

ASHRAM ROAD, AHMEDABAD – 380 009

Dear Sir,

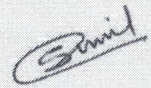
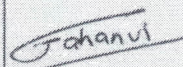
1. I, CS Manoj Hurkat of M/s Manoj Hurkat & Associates, Practicing Company Secretaries, Ahmedabad, have been appointed as a Scrutinizer by the Board of Directors of Stanrose Mafatlal Investment & Finance Limited (“Company”) at their meeting held on 11th August, 2021 for the purpose of scrutinizing the Postal ballot process with E-voting facility and for ascertaining the requisite majority on the Postal Ballot with E-voting facility carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as contained in the Notice of the Postal Ballot dated 15th September, 2021 circulated by the Company to all the members of the Company.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolution set out in Postal Ballot Notice. My responsibility as a Scrutinizer for the voting process is restricted to ensure that the process of Postal Ballot with E-voting facility is conducted in a fair and transparent manner and make the Scrutinizer’s Report of the votes cast “in favour” or “against” the resolution stated below, based on scrutiny of the postal ballots received from the members and on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (“CDSL”), the authorized agency to provide e-voting facilities, appointed by the Company.



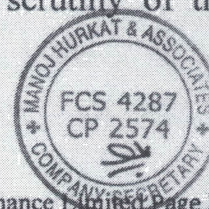
3. The Company has, through its Registrar and Transfer Agent (RTA) viz. Link Intime (India) Private Limited, on 15th September, 2021 completed the dispatch/sending of notice of postal ballot together with explanatory statement setting out material facts etc. to 4348 equity shareholders whose E-mail IDs were available. Further, the Company has informed that it has given opportunity to all its members to register their E-mail ID with the Company/RTA/DP so as to participate in Postal Ballot through E-voting.
4. Further to the above, I submit my report as under:
 - a. I assumed the office as Scrutinizer w.e.f. 15th September, 2021.
 - b. The Company has appointed Central Depository System Limited to provide platform for e-voting. The e-voting facility was provided by CDSL on their portal i.e. <https://www.evotingindia.com>.
 - c. It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 18th September, 2021 in the "Financial Express" (English Language) and the "Financial Express" (Gujarati Language).
 - d. The e-voting and Postal ballot period remained open from Friday, 17th September, 2021 (9.00 a.m.) and ended on Saturday, 16th October, 2021 (5.00 p.m.).
 - e. The Members of the Company as on "cut off" date i.e. 10th September, 2021 were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
 - f. It has been confirmed by the Company/RTA that they have not issued any duplicate Postal Ballot Forms as there was no request received from Shareholders in this regard.
 - g. During the period from 17th September, 2021 to 16th October, 2021 (i.e. total duration of atleast 30 days), 103 Equity shareholders in respect of 20,24,691 Equity shares exercised their voting right through E-voting platform of CDSL.



- h. There was no Postal Ballot Forms required to be received physically.
- i. The votes casted on E-voting were subsequently unblocked by me on 16th October, 2021 (after end of voting period) in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad	
02.	Jahanvi Kalani C-2/503, Spectrum Tower, Opp. Police Stadium, Shahibaug, Ahmedabad	

- j. All the Electronic Ballot Forms received upto the close of working hours i.e. 5.00 p.m. on Saturday, 16th October 2021; being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- k. The electronic ballots (E-voting) were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.
- l. As contained in the Postal Ballot notice, votes given by the Equity shareholder through E-voting were considered final and binding.
- m. Thereafter, the details of members, who have voted "For", "Against" the resolution proposed for Postal Ballot, were prepared based on report generated from the e-voting website of CDSL and the scrutiny of the electronic ballots received from the equity shareholders.



5. Based on the scrutiny of the Ballots (both E-voting and Postal Ballot), the result of the E-voting & Postal Ballot on the Resolution is as under:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	103	2024691
Total Postal Ballots received	Nil	Nil
Total Ballots received	103	2024691
Less: Invalid ballots	Nil	Nil
Total Valid Ballots	103	2024691
Less: Unutilised votes	Nil	Nil
Total Valid used Ballots	103	2024691

Special Resolution to appoint Mr. Bharat N. Dave as an Independent Director of the Company for a term of 5 years w.e.f 11th August, 2021

- (i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	101	2023685	20236850	99.95%
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	101	2023685	20236850	99.95%

- (ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	2	1006	10060	0.05%
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	2	1006	10060	0.05%

(iii) **Invalid Votes:**

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil

5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted "For", "Against" and those equity share holders whose votes which were declared "Invalid" for the resolution and also the resolutions/authorization received from corporate shareholders etc. together with the original postal ballots, will be returned separately, in due course.

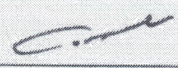
Thanking you,

Place: Ahmedabad

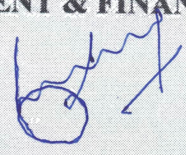
Date: 18th October, 2021



Yours faithfully,


Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS – 4287, CP -2574
PRACTISING COMPANY SECRETARY
UDIN: F004287C001199019

Countersigned by:
For, STANROSE MAFATLAL INVESTMENT & FINANCE LIMITED


Chairperson/Authorised Signatory