



## SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and  
Rule 22 of the Companies (Management and Administration) Rules, 2014.)

To,

The Chairman / Authorized Person  
S.J.S. ENTERPRISES LIMITED  
CIN: L51909KA2005PLC036601  
Sy. Nos. 28/P16 Agra Village & 85/P6  
B M Kaval Village, Kengeri Hobli  
BANGALORE - 560082

Dear Sir,

Sub: Scrutinizer's Report for Postal Ballot Notice dated 21<sup>st</sup> February, 2022.

As you are aware, the Board of Directors of the Company had appointed me as a Scrutinizer on 8th February, 2022, for conducting the Postal Ballot voting process in a fair and transparent manner pursuant to the Companies Act, 2013 (the Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The management of the Company is responsible for ensuring compliance with the requirements of the Act, Listing Regulations and Rules relating to voting through electronic means on the resolution contained in the Postal Ballot notice dated 21<sup>st</sup> February, 2022.

My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" or "against" the resolution based on the reports generated from the e-voting system provided by the Link Intime India Private Limited, the authorised service provider, for extending the facility of electronic voting to the Members of the Company.

Accordingly, I submit my report as under:

1. In terms of Section 110 of the companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot notice dated 21<sup>st</sup> February, 2022 for passing the resolution mentioned in the said notice to its Members.

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## S KANNAN AND ASSOCIATES

Company Secretaries

FCS 6261, PCS No. 13016, Firm No. S2017KR473100.

13, Ground Floor, 1<sup>st</sup> Main, Venkateswara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email: kannans@kannancs.in, Mobile: 98450 58441, [www.kannancs.in](http://www.kannancs.in)



2. On 22<sup>nd</sup> February 2022 the Company had circulated the postal ballot notice through email to its Members whose name(s) appeared in the Register of Members / list of beneficiaries as on 18<sup>th</sup> February 2022 and whose E-mail addresses were registered with the Company/Depositories(Cut-Off date).
3. The Public advertisement with respect to despatch of Notice of Postal Ballot was published on 23<sup>rd</sup> February 2022 in all India editions of Financial Express (English daily) and Sanjeevini (Kannada daily).
4. The Members were informed vide the Postal Ballot notice that they were required to give their assent or dissent for the proposal through e-voting facility which was kept open from 9.00 a.m. Monday, 28<sup>th</sup> February, 2022 and closed at 5.00 p.m. on Tuesday, 29<sup>th</sup> March, 2022 (both days inclusive).
5. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company had provided electronic voting facility (e-voting) to the Members of the Company and engaged Link Intime India Private Limited for providing e-voting platform. Email communication in respect of e-voting for postal ballot of the Company was sent to the email addresses of demat shareholders which were registered with the Depositories and to physical shareholders whose email were registered with Link Intime India Private limited (being the Registrar and Share Transfer agent of the Company) . The members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 18th February 2022 were eligible to vote.
6. Particulars of all the Members who have voted through e-voting facility provided by the Company are separately maintained.
7. I have considered all the electronic votes recorded from 9.00 a.m. Monday, 28<sup>th</sup> February, 2022 and closed at 5.00 p.m. on Tuesday, 29<sup>th</sup> March, 2022, being the last date and time fixed by the Company.
8. A summary of the electronic voting received for the resolutions given in the Notice referred to above seeking Members' approval is as under.

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| Res. No. | Resolution  | No. of Votes in favour | % to total votes polled | No Votes against | % to total votes polled | Result                         |
|----------|---|------------------------|-------------------------|------------------|-------------------------|--------------------------------|
| 1        | To consider and approve article 103 of the articles of association of the company   | 2,39,05,008            | 99.92                   | 18,145           | 0.08                    | Passed with requisite majority |
| 2        | Ratification of S.J.S. Enterprises – Employee Stock Option Plan 2021  | 1,87,43,001            | 78.35                   | 51,80,152        | 21.65                   | Passed with requisite majority |
| 3        | Approval of grant of stock options to the employees of group companies of the company under S.J.S. Enterprises – Employee Stock Option Plan 2021                              | 1,87,42,833            | 78.35                   | 51,80,320        | 21.65                   | Passed with requisite majority |
| 4*       | Approval of the terms of the letter agreement dated May 3, 2017, as amended on July 26, 2017, executed between Evergraph Holdings Pte Ltd and Sanders Consulting Private Ltd. | 1,11,73,685            | 86.10                   | 18,03,159        | 13.90                   | Passed with requisite majority |

\*Note: Two shareholders holding 10946309 shares abstained from voting for resolution No.4.

9. List of members who participated in the e-voting is shared with the Company Secretary of the Company, by way of email.

I write to state that the resolutions set out in the Notice for Postal Ballot dated 21<sup>st</sup> February, 2022 is approved by Members of the Company with requisite majority. Accordingly, you may declare the results of the Postal Ballot as per law.

Yours truly,  
For S Kannan And Associates



S Kannan  
Company Secretary  
FCS 6261, PCS 13016  
UDIN: F006261C003329834

Place: Bengaluru  
Date: 30<sup>th</sup> March, 2022

## S KANNAN AND ASSOCIATES

Company Secretaries

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**WE ARE REGISTERED MSME VIDE NO. KR03D0161932**