

### CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during the e-Extra-ordinary General Meeting)  
[Pursuant to Section 108 of the Companies Act, 2013 (as amended) and Companies (Management and Administration) Rules, 2014 (as amended)]

To,  
The Chairman of e-Extra-ordinary General Meeting ("e-EGM", "EGM" or e-EGM") of the Members of S.P. CAPITAL FINANCING LIMITED (CIN: L74140MH1983PLC029494), held Wednesday, 11<sup>th</sup> November, 2020 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.

Dear Sir,

1. I, Martinho Ferrao, a Company Secretary in Practice and Proprietor of Martinho Ferrao & Associates, Company Secretaries (FCS: 6221 and C.P. No.: 5676), Mumbai, has been duly appointed as the Scrutinizer by the Board of Directors of S.P. Capital Financing Limited (the "Company") for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the e-EGM under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (the "Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CM D1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, on the proposed resolution contained in the Notice of e-EGM of the Members of the Company dated 16<sup>th</sup> October, 2020 (the "Notice").
2. The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to remote e-voting and e-voting during the e-EGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the e-EGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide platform for voting through remote e-voting and e-voting during the e-EGM and platform for VC/OAVM facility for participation in the e-EGM.



3. As confirmed by the Company, the Notice of the e-EGM was sent through electronic mode to the Members whose email addresses are registered with the Company / NSDL/ Depository Participant(s) in compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and holding shares of the Company as on Wednesday, November 04, 2020 being the cut-off date for the purpose
4. Post to dispatch of the Notice, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on 23<sup>rd</sup> October, 2020 in "The Free Press Journal" (English) and "Navshakti" (Marathi) respectively.
5. In terms of the Notice, the remote e-voting facility was kept open from Sunday, November 08, 2020 at 9:00 A.M. (IST) and ended on Tuesday, November 10, 2020 at 5:00 P.M. (IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by NSDL.
6. The Members of the Company as on the "cut-off" date, i.e., Wednesday, November 04, 2020 (end of day) were entitled to avail the facility of remote e-voting or voting during the EGM on all the resolutions proposed in the Notice.
7. At the end of the remote e-voting period on 10<sup>th</sup> November, 2020 at 5:00 P.M. (IST), the voting portal of the service provider i.e. NSDL was blocked forthwith.
8. At the EGM of the Company held on 11<sup>th</sup> November, 2020, the Chairman at the end of discussions on the resolutions announced that the facility for e-voting is available for voting by the Members attending the Meeting through VC / OAVM facility and who have not participated in the remote e-voting.
9. Immediately after the conclusion of the e-voting during the EGM on the 11<sup>th</sup> November, 2020, the electronic votes cast were unblocked by me in the presence of two witnesses (who are not in employment of the Company). Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
10. Thereafter, the information regarding list of the Members, who voted "for" or "against" or "abstained" and such other requisite details on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of NSDL, including votes cast by the Members during the e-EGM.



A handwritten signature in black ink, appearing to be a stylized 'M' or 'F' followed by a flourish.

11. I submit my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the e-EGM as under: -

**Item No. 1: Ordinary Resolution:**

Appointment of Statutory Auditors to fill Casual Vacancy:

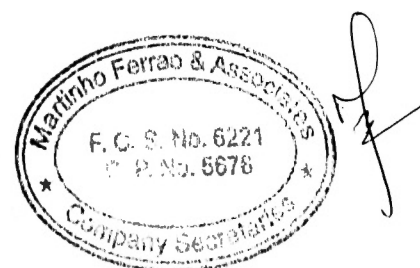
**a) Details of Votes in favour and against the resolution:**

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote E-voting	39	2000597	100	0	0	0
E-voting at the e-EGM	0	0	0	0	0	0
<b>Total</b>	<b>39</b>	<b>2000597</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**b) Details of Invalid and Abstained votes:**

Method of voting	Invalid votes		Abstained from voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
Remote E-voting	0	0	0	0
E-voting at the e-EGM	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the aforesaid results, the resolution as contained in the Notice have been passed unanimously.





A pen drive containing a list of equity shareholders who voted "FOR", "AGAINST", "ABSTAINED" and those whose votes were declared "INVALID" for each resolution is enclosed.

Thanking you,

Yours faithfully,

**For Martinho Ferrao & Associates**

Company Secretaries



**Martinho Ferrao**

Proprietor

Membership No.: FCS 6221

C.P. No.: 5676

UDIN: F006221B001211777

Place: Mumbai

Date: 11<sup>th</sup> November 2020