

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, ACS

Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To

Mr. B. Shantilal
Chairman of the 28th Annual General Meeting
Sunil Agro Foods Limited
Plot No.39-A2, Industrial Area
Chokkahalli, Hosakote
Bangalore: 562 114

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Sunil Agro Foods Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Paper at the 28th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Paper at the Annual General Meeting venue for the resolutions proposed in the notice of 28th Annual General Meeting of the Members of the Company held on 7th September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 28th Annual General Meeting of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 4th September, 2016 (9.00 A.M. IST) till 6th September, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding Equity Shares as on the "cut-off date" i.e. 31st August, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 28th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by the Company's Registrar and Share Transfer Agent (RTA). The Polling Papers which were incomplete, unsigned and wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 6th September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 7th September, 2016, in presence of Mr. Ganesh Hegde and Mr. Vinay Kadam, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Central Depository Services Limited (CDSL), i.e. www.evotingindia.com and based on such reports,

- a. None of the members have cast their votes through remote e-voting.
- b. 23 members have cast their votes through Polling Paper at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Paper are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2016:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	Nil	Nil	18	2150137	18	2150137	99.997
Dissent	Nil	Nil	2	60	2	60	0.003
Total	Nil	Nil	20	2150197	20	2150197	100.00
Abstained/ Invalid	Nil	Nil	3	66	3	66	NA

Item No.2: Appointment of Mrs. Pinky Jain (DIN: 03636974), Non-Executive Director, who retires by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	Nil	Nil	17	2119837	17	2119837	99.997
Dissent	Nil	Nil	2	60	2	60	0.003
Total	Nil	Nil	19	2119897	19	2119897	100.00
Abstained/ Invalid	Nil	Nil	4	30366	4	30366	NA



Item No.3: Ratification of Appointment of Statutory Auditors of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	Nil	Nil	18	2150137	18	2150137	99.997
Dissent	Nil	Nil	2	60	2	60	0.003
Total	Nil	Nil	20	2150197	20	2150197	100.00
Abstained/ Invalid	Nil	Nil	3	66	3	66	NA

SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. B. Shantilal (Holding DIN: 00719808) as Managing Director of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	Nil	Nil	17	2149537	17	2149537	99.997
Dissent	Nil	Nil	2	60	2	60	0.003
Total	Nil	Nil	19	2149597	19	2149597	100
Abstained/ Invalid	Nil	Nil	4	666	4	666	NA



Item No.5: Appointment of Mr. Pramod Kumar S (Holding DIN: 00719828) as the Whole time Director of the Company:

Special Resolution:

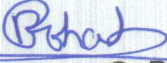
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	Nil	Nil	17	40361	17	40361	99.852
Dissent	Nil	Nil	2	60	2	60	0.148
Total	Nil	Nil	19	40421	19	40421	100.00
Abstained/ Invalid	Nil	Nil	4	2109842	4	2109842	NA

Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Chairman for preserving safely.

Thanking You
Yours Sincerely,


Parameshwar G. Bhat
Practising Company Secretary
Membership No: FCS 8860
C.P. No: 11004



Date: 08.09.2016

Witness:

1. Ganesh Hegde

2. Vinay Kadam