

PARAMESHWAR G. BHAT

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

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : parameshwar@vjkt.in
parameshwar.g.bhat@gmail.com

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 29th 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, Sadashivanagar, 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 Papers at the 29th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 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 Papers at the Annual General Meeting venue for the Resolutions proposed in the notice of 29th Annual General Meeting of the Members of the Company held on 21st September, 2017. 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 29th 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 18th September, 2017 (9.00 A.M. IST) till 20th September, 2017 (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.

The members holding Equity Shares as on the "cut-off date" i.e. 14th September, 2017 were entitled to vote on the Resolutions proposed in the Notice calling the 29th 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 Papers 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 Paper which was wrongly signed has been rejected and treated as invalid.

At the end of the voting period on 20th September, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 21th September, 2017, in presence of Ms. Ramya R. Hegde and Ms. Muktha R. 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. 6 members have cast their votes through remote e-voting.
- b. 9 members have cast their votes through Polling Papers at the Annual General Meeting.

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



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended 31st March, 2017:

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	5	2140676	8	83908	13	2224584	99.999
Dissent	1	1	Nil	NA	1	1	0.001
Total	6	2140677	8	83908	14	2224585	100.00
Abstained/ Invalid	Nil	NA	1	5	1	5	NA

Item No.2: Appointment of Mr. Pramod Kumar S. (DIN: 00719828), 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	2	30900	8	83908	10	114808	99.999
Dissent	1	1	Nil	NA	1	1	0.001
Total	3	30901	8	83908	11	114809	100.00
Abstained/ Invalid	3	2109776	1	5	4	2109781	NA



Item No.3: Declare a Dividend of Rs. 0.5% per Equity Share of Rs. 10/- each:

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	5	2140676	8	83908	13	2224584	99.999
Dissent	1	1	Nil	NA	1	1	0.001
Total	6	2140677	8	83908	14	2224585	100.00
Abstained/ Invalid	Nil	NA	1	5	1	5	NA

Item No.4: Appointment of Messrs GRV & PK, Chartered Accountant as 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	5	2140676	8	83908	13	2224584	99.999
Dissent	1	1	Nil	NA	1	1	0.001
Total	6	2140677	8	83908	14	2224585	100.00
Abstained/ Invalid	Nil	NA	1	5	1	5	NA



SPECIAL BUSINESS:

Item No. 5: Increase in Borrowing Powers:

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	5	2140676	8	83908	13	2224584	99.999
Dissent	1	1	Nil	NA	1	1	0.001
Total	6	2140677	8	83908	14	2224585	100.00
Abstained/ Invalid	Nil	NA	1	5	1	5	NA

Item No.6: Powers to hypothecate etc.:

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	5	2140676	8	83908	13	2224584	99.999
Dissent	1	1	Nil	NA	1	1	0.001
Total	6	2140677	8	83908	14	2224585	100.00
Abstained/ Invalid	Nil	NA	1	5	1	5	NA

*Note: The votes cast by the Director/Promoter for his own re-appointment were not taken in to consideration and were treated as invalid for the respective resolution.

Based on the foregoing, the Resolution numbers from 01 to 06 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

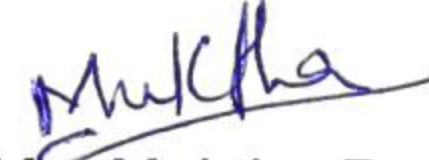


Date: 21.09.2017
Place: Bengaluru

Witness:



1. Ms. Ramya R. Hegde



2. Ms. Muktha R.