

PARAMESHWAR G. BHAT

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

Company Secretary

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Date: 16.09.2015

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

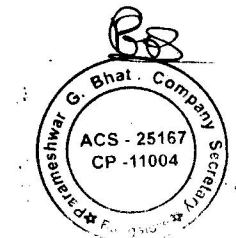
To
Mr. B Shantilal
Chairman of Annual General Meeting
Sunil Agro Foods Limited
Plot No.39-A2, Industrial Area, Chokkahalli
Hosakote – 562 114

Dear Sir,

I, Parameshwar G Bhat, Company Secretary in Whole-Time Practice (ACS No.25167, 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 e-voting results and Ballot Form at the 27th Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

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 ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Twenty Seventh Annual General Meeting of the Members of the Company held on 15th September, 2015. 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 27th Annual General Meeting of the Company, based on the report provided by Central Depository Services (India) 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 12th September, 2015 (9.00 A.M. IST) till 14th September, 2015 (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. 7th September, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 27th 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 share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA).

At the end of the voting period on 14th September, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 15th September, 2015, in the presence of Mr. Ganesh Hegde and Ms. Nutan Soudagar, 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 resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com. and based on such reports,

- a. 36 members have cast their votes through e-voting.
- b. 18 members have cast their votes through Ballot Form at the Annual General Meeting.

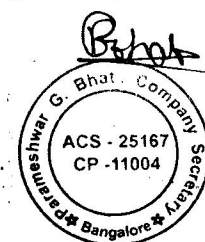
The brief analysis of the results of the remote e-voting and ballot form are as under:

ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements for the year ended March 31, 2015 and the Reports of the Auditor's and Board's thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage
	Remote E-voting		Ballot Form		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	36	2308667	17	649	53	2309316	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA



Total	36	2308667	17	649	53	2309316	100.00
Abstained/ Invalid	Nil	Nil	1	196	1	196	

Item No.2: Declaration of Dividend:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	36	2308667	17	649	53	2309316	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	36	2308667	17	649	53	2309316	100.00
Abstained/ Invalid	Nil	Nil	1	196	1	196	

Item No.3: Appointment of Mr. B Shantilal, Managing Director who retires by rotation:

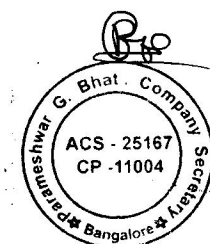
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	36	2308667	17	649	53	2309316	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	36	2308667	17	649	53	2309316	100.00
Abstained/ Invalid	Nil	Nil	1	196	1	196	

Item No.4: Appointment of Statutory Auditors of the Company.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	36	2308667	17	649	53	2309316	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	36	2308667	17	649	53	2309316	100.00
Abstained/ Invalid	Nil	Nil	1	196	1	196	

SPECIAL BUSINESS:

Item No. 5: Appointment of Mr. Shailesh Siroya as an Independent Director:

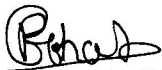
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	36	2308667	17	649	53	2309316	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	NA
Total	36	2308667	17	649	53	2309316	100.00
Abstained/ Invalid	Nil	Nil	1	196	1	196	

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 ballot paper is under my safe custody and will be handed over to the Chairman for preserving safely.

Thanking You
Yours Sincerely,




Parameshwar G Bhat
Practicing Company Secretary
Membership No: 25167
C.P. No: 11004



Witness:


1. Ganesh Hegde


2. Nutan soudagar