



Date: 8<sup>th</sup> September, 2018

Department of Corporate Services  
BSE Limited  
Floor 25, P. J. Towers  
Dalal Street  
MUMBAI – 400 001

Dear Sir/Madam,

**Sub: Voting Results and Scrutinizer's Report**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at 30<sup>th</sup> Annual General Meeting ('AGM') held on 8<sup>th</sup> September, 2018 at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001. All the Resolutions were passed by requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL the voting results of the 30<sup>th</sup> Annual General Meeting.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you  
Yours faithfully

For Sunil Agro Foods Limited

Pramod Kumar S  
Executive Director  
DIN: 00719828

Encl: As above

<b>Voting results</b>	
Record date	31-08-2018
Total number of shareholders on record date	1579
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	3
b) Public	48
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>5</b>

<b>Resolution (1)</b>								
<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2171176	217		217			
	<b>Poll</b>		117	100.0000	117	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		6	0.0000	0	0	0	0
	<b>Total</b>	2171176	2171176	100.0000	2171176	0	100.0000	0.0000
<b>Public - Institutions</b>	<b>E-Voting</b>	40000	0	0.0000	0	0	0	0
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	40000	0	0.0000	0	0	0.0000	0.0000
<b>Public - Non Instit</b>	<b>E-Voting</b>	791724	219	27.7140	219	0	100.0000	0.0000
	<b>Poll</b>		418	0.6925	548	0	100.0000	0.0000

utions			3		3			
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	79172 4	224 901	28.4065	224 901	0	100.0000	0.0000
	Total	30029 00	239 607 7	79.7921	239 607 7	0	100.0000	0.0000

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	3

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPOINTMENT OF MR. B SHANTILAL (DIN: 00719808), MANAGING DIRECTOR WHO RETIRES BY ROTATION.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21711 76	217 057 6	99.9724	217 057 6	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21711 76	217 057 6	99.9724	217 057 6	0	100.0000	0.0000
Public	E-Voting	40000	0	0.0000	0	0	0	0

- Institutions	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	40000	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	79172	219	27.7140	219	0	100.0000	0.0000
			418		418			
	Poll	4	548	0.6925	548	0	100.0000	0.0000
			3		3			
Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
<b>Total</b>		79172	224		224		100.0000	0.0000
		4	901	28.4065	901	0	100.0000	0.0000
<b>Total</b>		30029	239		239			
		00	547	79.7721	547	0	100.0000	0.0000
			7		7			

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	600
Public Insitutions	0
Public - Non Insitutions	3

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				DECLARATION OF DIVIDEND OF RE.0.50 PER EQUITY SHARE OF RS.10/- EACH.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Prom	E-Voting	21711	217	100.0000	217	0	100.0000	0.0000
		76	117		117			
	Poll		0	0.0000	0	0	0	0

oter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2171176	2171176	100.0000	2171176	0	100.0000	0.0000
Public - Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	40000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	40000	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting		219418	27.7140	219418	0	100.0000	0.0000
	Poll	791724	5483	0.6925	5483	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	791724	224901	28.4065	224901	0	100.0000	0.0000
Total		3002900	2396077	79.7921	2396077	0	100.0000	0.0000

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	3

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RE-APPOINTMENT OF MR. PRAMOD KUMAR S (DIN: 00719828) AS WHOLE TIME DIRECTOR DESIGNATED AS CHIEF EXECUTIVE OFFICER AND DIRECTOR.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding	No. of votes – in	No. of votes – aga	% of votes in favour on votes polled	% of Votes against on votes polled

			ed	shares	fav our	inst		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	21711 76	614 00	2.8280	614 00	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	21711 76	614 00	2.8280	614 00	0	100.0000	0.0000
<b>Public - Institutions</b>	<b>E-Voting</b>	40000	0	0.0000	0	0	0	0
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	40000	0	0.0000	0	0	0.0000	0.0000
<b>Public - Non Institutions</b>	<b>E-Voting</b>	79172 4	219 418	27.7140	219 418	0	100.0000	0.0000
	<b>Poll</b>		548 3	0.6925	548 3	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	79172 4	224 901	28.4065	224 901	0	100.0000	0.0000
<b>Total</b>		30029 00	286 301	9.5342	286 301	0	100.0000	0.0000

\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	21097 76
Public Insitutions	0
Public - Non Insitutions	3

<b>Resolution (5)</b>	
<b>Resolution required: (Ordinary / Special)</b>	Special
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No

Description of resolution considered				RE-APPOINTMENT OF MR. AVS MURTHY (DIN: 00085805) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2171176	2171176	100.0000	2171176	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2171176	2171176	100.0000	2171176	0	100.0000	0.0000
Public - Institutions	E-Voting	40000	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	40000	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	791724	219418	27.7140	219418	0	100.0000	0.0000
	Poll		5383	0.6799	5383	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	791724	224801	28.3939	224801	0	100.0000	0.0000
<b>Total</b>		3002900	2395977	79.7888	2395977	0	100.0000	0.0000

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	103



**PARAMESHWAR G. BHAT**

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

Company Secretary

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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 30<sup>th</sup> 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, 2<sup>nd</sup> Floor, 10<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting of the Members of the Company held on 8<sup>th</sup> September, 2018. 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 cast in "favour" or "against" on the Resolutions proposed in the Notice convening the 30<sup>th</sup> 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 5<sup>th</sup> September, 2018 (9.00 A.M. IST) till 7<sup>th</sup> September, 2018 (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. 31<sup>st</sup> August, 2018 were entitled to vote on the Resolutions proposed in the Notice calling the 30<sup>th</sup> 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 7<sup>th</sup> September, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 8<sup>th</sup> September, 2018, in presence of Mr. Vinay Hegde and Mr. Dinesh Shanbhag 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](http://www.evotingindia.com) and based on such reports,

- a. 32 (folio wise) members have cast their votes through remote e-voting.
- b. 20 (folio wise) 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 31<sup>st</sup> March, 2018:**

**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	32	2390594	17	5483	49	2396077	100.00
Dissent	0	0	0	0	0	0	0
Total	32	2390594	17	5483	49	2396077	100.00
Abstained/ Invalid	0	0	3	3	3	3	NA

**Item No.2: Appointment of Mr. B. Shantilal (DIN: 00719808), Managing Director, who retires by rotation and being eligible, offers himself for reappointment:\***

**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	31	2389994	17	5483	48	2395477	100
Dissent	0	0	0	0	0	0	0
Total	31	2389994	17	5483	48	2395477	100
Abstained/ Invalid	1	600	3	3	4	603	NA





Item No.3: Declaration a Dividend of Re. 0.50 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	32	2390594	17	5483	49	2396077	100
Dissent	0	0	0	0	0	0	0
Total	32	2390594	17	5483	49	2396077	100
Abstained/ Invalid	0	0	3	3	3	3	NA

**SPECIAL BUSINESS:**

Item No. 4: Reappointment of Mr. Pramod Kumar S (DIN: 00719828) AS Whole Time Director designated as Chief Executive Officer and Director.\*

**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	29	280818	17	5483	46	286301	100
Dissent	0	0	0	0	0	0	0
Total	29	280818	17	5483	46	286301	100
Abstained/ Invalid	3	2109776	3	3	6	2109779	NA





**Item No. 5: Reappointment of Mr. AVS Murthy (DIN: 00085805) as an Independent Director of the Company:\***

**Special Resolution:**

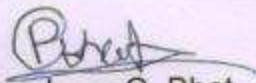
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	32	2390594	16	5383	48	2395977	100
Dissent	0	0	0	0	0	0	0
Total	32	2390594	16	5383	48	2395977	100
Abstained/ Invalid	0	0	4	103	4	103	NA

\*Note: The votes cast by the Director/Promoter for their 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 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: 08.09.2018  
Place: Bengaluru

Witness:

  
1. Mr. Vinay Hegde

  
2. Mr. Dinesh Shanbhag