

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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Near Bashyam Circle, Sadashivanagar,
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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. AVS Murthy

Chairman

Sunil Agro Foods Limited

Plot No.39-A2, Industrial Area

Chokkahalli, Hosakote

Bangalore - 562 114

31st Annual General Meeting Held on 19th September, 2019 at 10:30 A.M. at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), 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 31st 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 31st Annual General Meeting of the Members of the Company held on 19th September, 2019. 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 31st 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 16th September, 2019 (9.00 A.M. IST) till 18th September, 2019 (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. 12th September, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 31st 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). Two Polling Papers have been rejected and treated as invalid due to mismatch of signature.

At the end of the voting period on 18th September, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 19th September, 2019, in presence of Mr. Aditya S H and Ms. Ramya Hegde 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. 21 (folio wise) members have cast their votes through remote e-voting.



b. 32 (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 31st March, 2019:

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	21	2361510	30	1381	51	2362891	100
Dissent	0	0	0	0	0	0	0
Total	21	2361510	30	1381	51	2362891	100
Abstained/ Invalid	0	0	2	2	2	2	

Item No. 2: Appointment of Mrs. Pinky Jain (DIN: 03636974), Director, who retires by rotation and being eligible, offers herself 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	20	2331210	30	1381	50	2332591	100
Dissent	0	0	0	0	0	0	0
Total	20	2331210	30	1381	50	2332591	100
Abstained/ Invalid	1	30300	2	2	3	30302	NA



Item No.3: Declaration a Dividend of Re. 0.50 per Equity Share of Rs. 10/- each for financial year 31st March, 2019:

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	21	2361510	30	1381	51	2362891	100
Dissent	0	0	0	0	0	0	0
Total	21	2361510	30	1381	51	2362891	100
Abstained/ Invalid	0	0	2	2	2	2	NA

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. B Shantilal (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	20	2360910	30	1381	50	2362291	100
Dissent	0	0	0	0	0	0	0
Total	20	2360910	30	1381	50	2362291	100
Abstained/ Invalid	1	600	2	2	3	602	NA



Item No. 5: Appointment of Mr. Akshat Jain (DIN: 08424334) as a Director 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	21	2361510	30	1381	51	2362891	100
Dissent	0	0	0	0	0	0	0
Total	21	2361510	30	1381	51	2362891	100
Abstained/ Invalid	0	0	2	2	2	2	NA

Item No. 6: Appointment of Mr. Akshat Jain (DIN: 08424334) as 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	21	2361510	30	1381	51	2362891	100
Dissent	0	0	0	0	0	0	0
Total	21	2361510	30	1381	51	2362891	100
Abstained/ Invalid	0	0	2	2	2	2	NA

Item No. 7: Appointment of Mrs. Sarika Bhandari (DIN: 07140112) as a Director 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	21	2361510	30	1381	51	2362891	100
Dissent	0	0	0	0	0	0	0
Total	21	2361510	30	1381	51	2362891	100
Abstained/ Invalid	0	0	2	2	2	2	NA

Item No. 8: Appointment of Mrs. Sarika Bhandari (DIN: 07140112) as an Independent Director 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	21	2361510	30	1381	51	2362891	100
Dissent	0	0	0	0	0	0	0
Total	21	2361510	30	1381	51	2362891	100
Abstained/ Invalid	0	0	2	2	2	2	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 08 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.

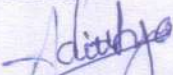
Thanking You
Yours Sincerely,

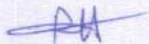



Vijayakrishna K T
Practising Company Secretary
Membership No: FCS 1788
C.P. No: 980

Date: 19.09.2019
Place: Bengaluru

Witness:


1. Adithya S.H


2. Ramya Hegde