

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-562 114

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, Bengaluru- 560080, duly appointed as Scrutinizer by Sunil Agro Foods Limited ('the Company') for the purpose of scrutinizing the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 34th Annual General Meeting held on Tuesday, August 23, 2022 at 12.30 PM IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Notice dated July 25, 2022, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular No.2/2022 dated May 5, 2022 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and e-voting at the Annual General Meeting for the resolutions proposed in the

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Notice of 34th Annual General Meeting. 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 34th Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 20th August, 2022 (9.00 A.M. IST) till 22nd August, 2022 (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.

At the end of the voting period on 22nd August, 2022 (5.00 P.M. IST), the remote e-voting portal of CDSL was blocked forthwith.

After conclusion of AGM, Chairman declared the availability of e-voting facility provided by CDSL at the AGM for a period of 30 minutes for the Shareholders present at the AGM through VC/OA VM. The Members holding Equity Shares as on the "cut-off date" i.e., 16th August, 2022 were entitled to vote on the resolutions proposed in the Notice calling the 34th Annual General Meeting.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 23rd August, 2022, in the presence of Mr. Parameshwar G Bhat and Mr. Sharan Kumar S who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing inter *alia*, the list of members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of CDSL i.e. www.evotingindia.com and based on such reports.

- a. 37(folio wise) Members have cast their votes through remote e-voting.
- b. No member has cast votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under.



ORDINARY BUSINESS:

Item No.1: Adoption of the Financial Statements including Audited Balance Sheet as at 31st March, 2022, the Statements of Profit and Loss and Cash Flow for the year ended on that date, together with Independent Auditors Report and the Board's Report including Secretarial Audit Report thereon:

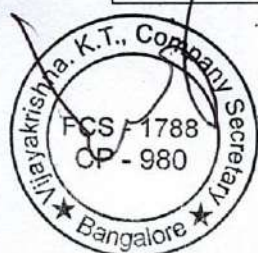
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	37	2293664	0	0	37	2293664	100.00
Dissent	0	0	0	0	0	0	0.00
Total	37	2293664	0	0	37	2293664	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.2:Declaration of Dividend of Re. 0.50 per Equity Share of Rs.10/- each for the financial year ended 31st March, 2022:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	37	2293664	0	0	37	2293664	100.00
Dissent	0	0	0	0	0	0	0.00
Total	37	2293664	0	0	37	2293664	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



Item No.3: Appointment of Mr. B. Shantilal (DIN: 00719808), Director who retires by rotation and being eligible, offers himself for reappointment:

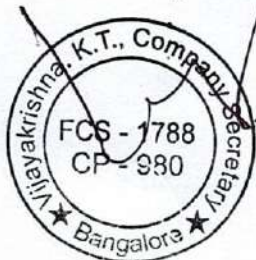
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	37	2293664	0	0	37	2293664	100.00
Dissent	0	0	0	0	0	0	0.00
Total	37	2293664	0	0	37	2293664	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.4: Re-appointment of Messrs G R V & P K, Chartered Accountants as Statutory Auditors for the second term of 5 (Five) consecutive years:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	37	2293664	0	0	37	2293664	100.00
Dissent	0	0	0	0	0	0	0.00
Total	37	2293664	0	0	37	2293664	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



SPECIAL BUSINESS:

Item No.5: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		e-voting at the AGM		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	37	2293664	0	0	37	2293664	100.00
Dissent	0	0	0	0	0	0	0.00
Total	37	2293664	0	0	37	2293664	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.6:Re-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		e-voting at the AGM		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	37	2293664	0	0	37	2293664	100.00
Dissent	0	0	0	0	0	0	0.00
Total	37	2293664	0	0	37	2293664	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Based on the foregoing, the resolutions numbers from 01 to 06 in respect of Notice of 34th Annual General Meeting may be deemed to have been passed by requisite majority.



All the relevant records relating to remote e-voting and e-voting are under my safe custody and are handed over to the Chairman or Company Secretary for preserving safely.

Thanking You

Yours Sincerely

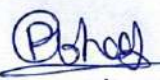

Vijayakrishna KT
Company Secretary
FCS No.: 1788
C. P. No.: 980
UDIN: F001788D000840505

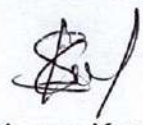


Date: 24.08.2022

Place: Bengaluru

Witnesses:


1) Mr. Parameshwar G Bhat


2) Mr. Sharan Kumar S