

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

# 496/4, II Floor, 10th Cross  
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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. Nikhil Murthy

Chairman

Sunil Agro Foods Limited

Plot No.39-A2, Industrial Area

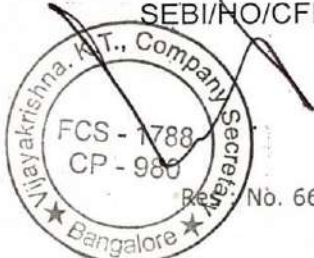
Chokkahalli, Hosakote-562 114

Dear Sir

I, Vijaykrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> 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 36<sup>th</sup> Annual General Meeting held on Wednesday, 25<sup>th</sup> September, 2024 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 28<sup>th</sup> August, 2024, 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 MCA vide General Circular No. 09/2023 on September 25, 2023, General Circular No: 10/2022 and 11/2022 on December 28, 2022, General Circular No. 2/2022 dated May 5, 2022, General Circular No. Circular No. 19/2021 dated December 8, 2021, 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till September 30, 2024 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and

1



Res. No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA

Tel : +91 80 23221564

Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members.

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 Notice of 36<sup>th</sup> 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 36<sup>th</sup> 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 22<sup>nd</sup> September, 2024 (9.00 A.M. IST) till 24<sup>th</sup> September, 2024 (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.

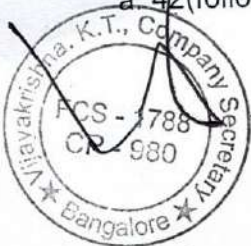
At the end of the voting period on 24<sup>th</sup> September, 2024 (5.00 P.M. IST), the remote voting portal of CDSL was blocked forthwith.

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/OAVM. The Members holding Equity Shares as on the "cut-off date" i.e., 18<sup>th</sup> September, 2024 were entitled to vote on the resolutions proposed in the Notice calling the 36<sup>th</sup> 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 25<sup>th</sup> September, 2024, 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](http://www.evotingindia.com) and based on such reports.

a. 42 (folio wise) Members have cast their votes through remote e-voting.



b.6 (folio wise)Members have 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: To receive, consider and adopt the Financial Statements including Audited Balance Sheet as at 31<sup>st</sup> March, 2024, 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	40	2266595	6	14300	46	2280895	99.9999
Dissent	2	2	0	0	2	2	0.0001
Total	42	2266597	6	14300	48	2280897	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**Item No.2:To appoint Mr. Pramod Kumar Shantilal (DIN: 00719828), Whole Time Director, designated as Chief Executive Officer and 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	40	2266595	6	14300	46	2280895	99.9999
Dissent	02	2	0	0	02	2	0.0001



Total	42	2266597	6	14300	48	2280897	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**SPECIAL BUSINESS:**

Item No.3: To appoint Ms. Manvi Jain (DIN: 10497934) as Non-Executive Non-Independent Director of the Company:

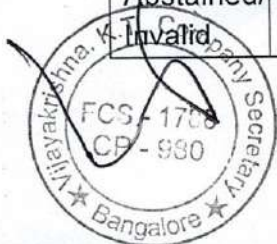
**Ordinary Resolution:**

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	40	2266595	6	14300	46	2280895	99.9999
Dissent	2	2	0	0	2	2	0.0001
Total	42	2266597	6	14300	48	2280897	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.4: To appoint Mr. Nikhil Murthy (DIN: 07472751) as a Director of the Company.

**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	40	2266595	6	14300	46	2280895	99.9999
Dissent	2	2	0	0	2	2	0.0001
Total	42	2266597	6	14300	48	2280897	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



Item No.5: To appointment of Mr. Nikhil Murthy (Din: 07472751) as an Independent 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	40	2266595	6	14300	46	2280895	99.9999
Dissent	2	2	0	0	2	2	0.0001
Total	42	2266597	6	14300	48	2280897	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.6: To review, consider and recommend the revision in remuneration of Mr. Pramod Kumar S for the period from 01.11.2024 to 31.10.2026:

**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	40	2266595	6	14300	46	2280895	99.9999
Dissent	2	2	0	0	2	2	0.0001
Total	42	2266597	6	14300	48	2280897	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

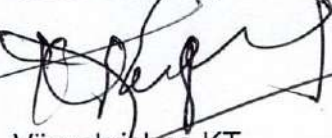


Based on the foregoing, the resolutions numbers from 01 to 06 in respect of Notice of 36<sup>th</sup> Annual General Meeting maybe deemed to have been **passed by requisite majority**.

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: F001788F001337078

Peer Review Certificate No. 1883/2022

Date: 27.09.2024

Place: Bengaluru

