

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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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

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 the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 32nd Annual General Meeting held on Monday, August 24, 2020 at 10.30 AM 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 (the Listing Regulations), hereby furnish my Report to you.

The Notice dated July 22nd, 2020, 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 dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 venue for the Resolutions proposed in the Notice of 32nd Annual General Meeting of the Members of the Company



held on 24th August, 2020. 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 32nd 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 e-voting was kept open for three days from 21st August, 2020 (9.00 A.M. IST) till 23rd August, 2020 (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.

After declaration of voting by Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e. 17th August, 2020 were entitled to vote on the Resolutions proposed in the Notice calling the 32nd Annual General Meeting.

At the end of the voting period on 23rd August, 2020 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

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 24th

August, 2020, in presence of Mr. S R Ravianand and Mr. Ajith Sharma 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. 138 (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 Financial Statements including Audited Balance Sheet as at 31st March, 2020, the Statement 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	138	2549065	0	0	138	2549065	100
Dissent	0	0	0	0	0	0	0
Total	138	2549065	0	0	138	2549065	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.2: Appointment of 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	136	449289	0	0	136	449289	100
Dissent	0	0	0	0	0	0	0
Total	136	449289	0	0	136	449289	100
Abstained/ Invalid	2	2099776	NIL	NIL	2	2099776	NA



Based on the foregoing, the Resolution numbers from 01 and 02 in respect of Notice of 32nd 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 will be handed over to the Chairman or Company Secretary of the Company for preserving safely.

Thanking You

Yours Truly


Vijayakrishna K T
Company Secretary
FCS: 1788 C.P.: 980
UDIN: F001788B000613091
Date: 25.08.2020
Place: Bengaluru



Witness:


1. S R Ravianand


2. Ajith Sharma