

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-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, 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 35<sup>th</sup> Annual General Meeting held on Wednesday, August 23, 2023 at 11.30 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, hereby furnish my Report to you.

The Notice dated July 25, 2023, 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 Notice of 35<sup>th</sup> Annual General Meeting. My responsibility as a Scrutinizer is to ensure

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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 35<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 20<sup>th</sup> August, 2023 (9.00 A.M. IST) till 22<sup>nd</sup> August, 2023 (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 22<sup>nd</sup> August, 2023 (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., 16<sup>th</sup> August, 2023 were entitled to vote on the resolutions proposed in the Notice calling the 35<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 23<sup>rd</sup> August, 2023, in the presence of 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](http://www.evotingindia.com) and based on such reports.

- a. 4(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, 2023, 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:

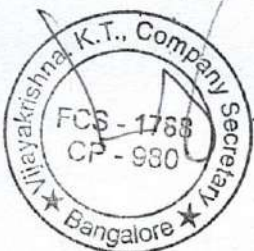
**Ordinary Resolution:**

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	4	1935381	0	0	4	1935381	100.00
Dissent	0	0	0	0	0	0	0.00
Total	4	1935381	0	0	4	1935381	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

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		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	4	1935381	0	0	4	1935381	100.00
Dissent	0	0	0	0	0	0	0.00
Total	4	1935381	0	0	4	1935381	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



**SPECIAL BUSINESS:**

Item No.3:Re-appoint Mrs. Sarika Bhandari (Din: 07140112) as Independent Director of the Company:

**Special Resolution:**

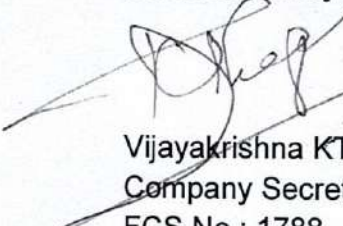
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	4	1935381	0	0	4	1935381	100.00
Dissent	0	0	0	0	0	0	0.00
Total	4	1935381	0	0	4	1935381	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Based on the foregoing, the resolutions numbers from 01 to 03 in respect of Notice of 35<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: F001788E000857852



Date: 24.08.2023

Place: Bengaluru