

# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

**2370 954; 93145 04821 (M)**

**E-mail: cs.vmanda@gmail.com**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.**

**"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.**

### **SCRUTINIZER'S REPORT**

**To,**

**The Chairman of**

**26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sarda Proteins Limited held on Saturday, 16<sup>th</sup> September, 2017 at 3:00 P.M. at its Registered office at G-1-177 (A), Matsya Industrial Area, Alwar 301030 (Rajasthan).**

**Subject: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 26<sup>th</sup> AGM of Sarda Proteins Limited held on Saturday, 16<sup>th</sup> September, 2017 at 3:00 P.M.**

The Board of Directors of Sarda Proteins Limited (hereinafter referred to as "Company") at its meeting held on Thursday, 10<sup>th</sup> August, 2017, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Report on Scrutiny:**

- The Company had appointed Central Depository Services (India) Limited (herein after referred as "CDSL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the company. Link Intime India Pvt. Ltd. is the Registrar and Share Transfer Agents (Herein after referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted in the 26<sup>th</sup> Annual General Meeting (AGM) of the Company, which was held on Saturday, 16<sup>th</sup> September, 2017.
- The Service Provider had set up electronic voting facility on their website, [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 11<sup>th</sup> August, 2017 and as on that date, there were 2661 Members of the Company. The Company completed the dispatch of the notices to the members by Tuesday, 22<sup>nd</sup> August, 2017.
- The notices sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



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- The Cut-off date for the purpose of identifying Members who will be entitled to vote on the resolutions placed for approval of the Members was Saturday, 9<sup>th</sup> September, 2017.
- The remote e-voting period remained open from Wednesday, 13<sup>th</sup> September, 2017 at 09:00 A.M. and ended on Friday, 15<sup>th</sup> September, 2017 at 05:00 P.M.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in "Mint", English Newspaper in English Language and "Rashtrdoot" Vernacular Newspaper in vernacular language dated Friday, 25<sup>th</sup> August, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Friday, 15<sup>th</sup> September, 2017 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the 26<sup>th</sup> AGM of the Company held on Saturday, 16<sup>th</sup> September, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- On 16<sup>th</sup> September, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper, votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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### Item No. 1: Ordinary Resolution:

#### Adoption of the Financial Statements.

Total No. of Shareholders/folios	2661		
Total No. of Shares	17,25,900		
Remote E-voting Period	13 <sup>th</sup> September, 2017 to 15 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	21	6,23,300
Total Votes cast through Polling at AGM	B	4	800
Grand Total of remote e-voting / Polling at AGM(A+B)	C	25	6,24,100
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	25	6,24,100

#### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

#### SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	3,86,100	3,86,100	100%	3,86,100	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	13,39,800	2,38,000	17.76%	2,38,000	0	100%	0%
<b>Total</b>	<b>17,25,900</b>	<b>6,24,100</b>	<b>36.16%</b>	<b>6,24,100</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

#### RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No. 2: Ordinary Resolution:****Appointment of Director Liable to retire by rotation**

Total No. of Shareholders/Folios	2661		
Total No. of Shares	17,25,900		
Remote E-voting Period	13 <sup>th</sup> September, 2017 to 15 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	21	6,23,300
Total Votes cast through Polling at AGM	B	4	800
Grand Total of remote e-voting / Polling at AGM(A+B)	C	25	6,24,100
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	25	6,24,100

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	3,86,100	3,86,100	100%	3,86,100	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	13,39,800	2,38,000	17.76%	2,38,000	0	100%	0%
<b>Total</b>	<b>17,25,900</b>	<b>6,24,100</b>	<b>36.16%</b>	<b>6,24,100</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No. 3: Ordinary Resolution:****Ratification of Appointment of statutory auditors.**

Total No. of Shareholders/Folios	2661		
Total No. of Shares	17,25,900		
Remote E-voting Period	13 <sup>th</sup> September, 2017 to 15 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	21	6,23,300
Total Votes cast through Polling at AGM	B	4	800
Grand Total of remote e-voting / Polling at AGM(A+B)	C	25	6,24,100
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	25	6,24,100

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	3,86,100	3,86,100	100%	3,86,100	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	13,39,800	2,38,000	17.76%	2,38,000	0	100%	0%
<b>Total</b>	<b>17,25,900</b>	<b>6,24,100</b>	<b>36.16%</b>	<b>6,24,100</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.000%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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### Item No. 4: Special Resolution:

Adoption of new set of Articles of Association as per the provisions of Companies Act, 2013.

Total No. of Shareholders/Folios	2661		
Total No. of Shares	17,25,900		
Remote E-voting Period	13 <sup>th</sup> September, 2017 to 15 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	21	6,23,300
Total Votes cast through Polling at AGM	B	4	800
Grand Total of remote e-voting / Polling at AGM(A+B)	C	25	6,24,100
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	25	6,24,100

#### NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

#### SUMMARY OF VOTING

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	3,85,100	3,86,100	100%	3,86,100	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	13,39,800	2,38,000	17.76%	2,38,000	0	100%	0%
<b>Total</b>	<b>17,25,900</b>	<b>6,24,100</b>	<b>36.16%</b>	<b>6,24,100</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

#### RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special resolution under section 5 and 14 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No. 5: Special Resolution:****Re-Appointment of Mr. Damodar Prasad Sarda (DIN : 00763377) as a Whole Time Director of the company**

Total No. of Shareholders/Folios	2661		
Total No. of Shares	17,25,900		
Remote E-voting Period	13 <sup>th</sup> September, 2017 to 15 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	21	6,23,300
Total Votes cast through Polling at AGM	B	4	800
Grand Total of remote e-voting / Polling at AGM(A+B)	C	25	6,24,100
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	25	6,24,100

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	3,86,100	3,86,100	100%	3,86,100	0	100%	0%
Public institutional holders	0	0	0%	0	0	0%	0%
Public-others	13,39,800	2,38,000	17.76%	2,36,200	1800	99.24%	0.76%
<b>Total</b>	<b>17,25,900</b>	<b>6,24,100</b>	<b>36.16%</b>	<b>6,22,300</b>	<b>1800</b>	<b>99.71%</b>	<b>0.29%</b>

**Percentage of Votes cast in favour: 99.71% | Percentage of votes cast against: 0.29%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.71%, I report that the Special resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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All the Resolutions mentioned in the AGM Notice dated 10<sup>th</sup> August, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully



**CS Manoj Maheshwari  
Scrutinizer**



**For Sarda Proteins Limited**

**Damodar Prasad Sarda**

**Chairman**

**FCS: 3355**

**C.P. No. 1971**

**Place: Jaipur**

**Date: 18<sup>th</sup> September, 2017**