



SCRUTINIZER'S REPORT

To,
The Chairman of
28th Annual General Meeting of the Equity Shareholders of Sarda Proteins Ltd held on 30th September, 2019 at 02:00 P.M. at the registered office of the company situated at B-536-537, Matsya Industrial Area, Alwar -301030 (Rajasthan) ("AGM").

Sub: Consolidated Scrutinizer's report on remote e-voting and voting conducted at the AGM.

The Board of Directors of Sarda Proteins Ltd (hereinafter referred to as "Company") at its meeting held on Monday, 2nd September, 2019, 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 Shareholders 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) (hereinafter referred to as "Rule 20") 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 Link Intime India Private Limited (hereinafter referred to as "Link Intime / Service Provider") as the service provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. Link Intime is also the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website, <https://instavote.linkintime.co.in>. 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 Shareholders to cast their vote through remote e-voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 30th August, 2019 and as on that date, there were 2,650 Shareholders of the Company. The RTA of the Company had sent the Notices of the AGM along with Annual Report and E-Voting details by e-mail to 119 Shareholders whose e-mail IDs were made available by the two Depositories and for those Shareholders, holding shares in physical form, who had registered their e-mail-IDs with the RTA. In respect of 2,531 Shareholders, whose email-IDs were not available; notices were sent by Courier. There is no intimation received from the RTA regarding any e-mails which were bounced back.

Further, as confirmed by the management, there were no envelopes containing notice of AGM which were returned undelivered.





- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Monday, 23rd September, 2019. The remote e-voting period remained open from Thursday, 26th September, 2019 at 09:00 A.M. and ended on Sunday, 29th September, 2019 at 5:00 P.M.
- The Company completed the dispatch of the notices to the Shareholders by Wednesday, 4th September, 2019.
- 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 "Financial Express" English Newspaper in English language and in "Jansatta" Vernacular newspaper in Vernacular language on Friday, 6th September, 2019. 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 Sunday, 29th September, 2019 at 5:00 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 and number of shares held was obtained from the Service Provider.
- At the venue of the AGM of the Company, the facility to vote through ballot paper was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- 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.
- On 30th September, 2019, 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 two witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



Item No. 1: Ordinary Resolution:

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

Total No. of Shareholders/ Folios	2,655		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th September, 2019 to 29 th September, 2019		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	17	5,65,475
Grand Total of remote e-voting / Polling at AGM(A+B)	C	17	5,65,475
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	17	5,65,475

NOTES:

- i. Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- ii. 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.
- iii. 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	4,62,000	4,62,000	100.00%	4,62,000	0	100.00%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	12,63,900	1,03,475	8.19%	1,03,475	0	100.00%	0
Total	17,25,900	5,65,475	32.76%	5,65,475	0	100.00%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

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 2nd September, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





Item No. 2: Ordinary Resolution:

To appoint a Director in place of Mr. Damodar Prasad Sarda (DIN: 00763377), who retires by rotation and being eligible, seeks re-appointment.

Total No. of Shareholders/ Folios	2,655		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th September, 2019 to 29 th September, 2019		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	17	5,65,475
Grand Total of remote e-voting / Polling at AGM(A+B)	C	17	5,65,475
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	17	5,65,475

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	4,62,000	4,62,000	100.00%	4,62,000	0	100.00%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	12,63,900	1,03,475	8.19%	1,03,475	0	100.00%	0
Total	17,25,900	5,65,475	32.76%	5,65,475	0	100.00%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

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 2nd September, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





Item No. 4: Ordinary Resolution:

To appoint Mr. Deepak Data (DIN: 01672415) as Managing Director.

Total No. of Shareholders/ Folios	2,655
Total No. of Shares	17,25,900
Remote E-voting Period	26 th September, 2019 to 29 th September, 2019
	Number of Votes/Folio
Total votes cast through remote e-voting	A 0
Total Votes cast through Polling at AGM	B 17
Grand Total of remote e-voting / Polling at AGM(A+B)	C 17
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D 0
Net remote e-voting/ Polling at AGM(C-D)	E 17
	Number of shares
	0
	5,65,475
	5,65,475
	0
	5,65,475

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	4,62,000	4,62,000	100.00%	4,62,000	0	100.00%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	12,63,900	1,03,475	8.19%	1,03,475	0	100.00%	0
Total	17,25,900	5,65,475	32.76%	5,65,475	0	100.00%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under Section 196, 197 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 2nd September, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





Item No. 5: Ordinary Resolution:

To appoint Mr. Rupesh Tambi (DIN: 00191599) as an Independent Director of the Company.

Total No. of Shareholders/ Folios	2,655		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th September, 2019 to 29 th September, 2019		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	17	5,65,475
Grand Total of remote e-voting / Polling at AGM(A+B)	C	17	5,65,475
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	17	5,65,475

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	4,62,000	4,62,000	100.00%	4,62,000	0	100.00%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	12,63,900	1,03,475	8.19%	1,03,475	0	100.00%	0
Total	17,25,900	5,65,475	32.76%	5,65,475	0	100.00%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under Section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 2nd September, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**Item No. 6: Ordinary Resolution:****To appoint Mr. Tarun Kumar Taunk (DIN: 03124978) as an Independent Director of the Company.**

Total No. of Shareholders/ Folios	2,655		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th September, 2019 to 29 th September, 2019		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	17	5,65,475
Grand Total of remote e-voting / Polling at AGM(A+B)	C	17	5,65,475
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	17	5,65,475

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	4,62,000	4,62,000	100.00%	4,62,000	0	100.00%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	12,63,900	1,03,475	8.19%	1,03,475	0	100.00%	0
Total	17,25,900	5,65,475	32.76%	5,65,475	0	100.00%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under Section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 2nd September, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



Item No. 7: Ordinary Resolution:

To appoint Mrs. Vanita Bhanot (DIN: 08189799) as Director (Non-Executive).

Total No. of Shareholders/ Folios	2,655		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th September, 2019 to 29 th September, 2019		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	17	5,65,475
Grand Total of remote e-voting / Polling at AGM(A+B)	C	17	5,65,475
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	17	5,65,475

NOTES:

- i. Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- ii. 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.
- iii. 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	4,62,000	4,62,000	100.00%	4,62,000	0	100.00%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	12,63,900	1,03,475	8.19%	1,03,475	0	100.00%	0
Total	17,25,900	5,65,475	32.76%	5,65,475	0	100.00%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under Section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 2nd September, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





All the Resolutions mentioned in the AGM Notice dated 2nd September, 2019 as per the results 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 Shareholders 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.


For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)


CS Manoj Maheshwari
Partner
FCS: 3355
C.P. No. 1971



Place: Jaipur
Date: 1st October, 2019
UDIN: F003355A000020174

For Sarda Proteins Limited
For SARDA PROTEINS LTD.


Deepak Bhatia
Director
Chairman of the AGM
DIN: 01672415