

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vminda@gmail.com
403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.
"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Scrutinizer's Report

To,
Chairman of
24th Annual General Meeting of the Equity Shareholders of Sarda Proteins Limited
held on Monday, 30th November, 2015 at 02.30 P.M. at G 1-177 (A), Matsya
Industrial Area, Alwar 301030 (Raj.)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 24th Annual General Meeting of Equity Shareholders held on 30th November, 2015.

Pursuant to the resolution passed by the Board of Directors of **SARDA PROTEINS LIMITED** (hereinafter referred to as "Company") on Wednesday, 04th November, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 24th Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the Notice to the 24th AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized Stock Exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **Link Intime India Pvt. Ltd** (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 04th November, 2015 sent to the shareholders by courier. The members of the Company as on the cut-off date i.e. 23rd November, 2015 were entitled to vote on the resolutions contained in the Notice to the 24th AGM of the members of the Company.

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REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE ORDINARY RESOLUTION
Ordinary Business	
1) Ordinary Resolution: Adoption of Audited Financial Statements	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, retired by rotation at the AGM	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Siddharth Sarda (DIN: 00763412) as a Director, who retire by rotation at this AGM.
3) Ordinary Resolution: Ratification of Appointment of Statutory Auditor	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s Khetawat Agarwal & Company, Chartered Accountants as Statutory Auditors of the Company.
Special Business	
4) Ordinary Resolution: Appointment of Director of the Company	Ordinary Resolution under Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment & Qualification of Directors) Rules, 2014 to appoint Mrs. Krishna Devi Sarda as a Director of the Company who was appointed as Additional Director in Board Meeting held on 23 rd March, 2015.

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Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 04th November, 2015 under section 101 of the Companies Act, 2013 was dispatched to 2,658 (Two thousand six hundred and fifty eight) shareholders by means of courier services on or before 06th November 2015. As confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company in "Times of India", English newspaper in English language and in "Pratahkal Jaipur" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by means of courier services to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Thursday, 26th November, 2015 at 09.00 A.M. and ended on Sunday, 29th November, 2015 at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Monday, 23rd November, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked after the AGM in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 23rd November, 2015 were 17,25,900. As on cut-off date, out of 2,658 (Two thousand six hundred and fifty eight) shareholders, 21 (Twenty one) shareholders have exercised their votes through remote e-voting and 7 (Seven) shareholders have exercised their votes through poll at the AGM. The results (consolidated) for the items placed for consideration by the members is given below:

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t 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com
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Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements

Total No. of Shareholders	2,658		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th November, 2015 to 29 th November, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	21	6,23,400
Total Votes cast through Polling at AGM	B	7	1,100
Grand Total of remote e-voting / Polling at AGM (A+B)	C	28	6,24,500
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	100
Net remote e-voting/ Polling at AGM (C-D)	E	27	6,24,400

NOTES:

- Invalid voting was not taken into account for counting of 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 was 1 case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
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	2,38,300	17.78	2,38,300	0	100	0
Total	17,25,900	6,24,400	36.18	6,24,400	0	100	0

Percentage of Votes cast in favour: **100.00** | 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 04th November, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

[Handwritten Signature]



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Item No 2: Ordinary Resolution for Appointment of Director, retired by rotation at the AGM

Total No. of Shareholders	2,658		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th November, 2015 to 29 th November, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	21	6,23,400
Total Votes cast through Polling at AGM	B	7	1,100
Grand Total of remote e-voting / Polling at AGM (A+B)	C	28	6,24,500
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	100
Net remote e-voting/ Polling at AGM (C-D)	E	27	6,24,400

NOTES:

- Invalid voting was not taken into account for counting of 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 was 1 case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
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	2,38,300	17.78	2,38,300	0	100	0
Total	17,25,900	6,24,400	36.18	6,24,400	0	100	0

Percentage of Votes cast in favour: **100.00** | 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 04th November, 2015 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 for Ratification of Appointment of Statutory Auditor

Total No. of Shareholders	2,658		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th November, 2015 to 29 th November, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	21	6,23,400
Total Votes cast through Polling at AGM	B	7	1,100
Grand Total of remote e-voting / Polling at AGM (A+B)	C	28	6,24,500
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	100
Net remote e-voting/ Polling at AGM (C-D)	E	27	6,24,400

NOTES:

- Invalid voting was not taken into account for counting of 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 was 1 case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
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	2,38,300	17.78	2,38,300	0	100	0
Total	17,25,900	6,24,400	36.18	6,24,400	0	100	0

Percentage of Votes cast in favour: **100.00** | 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 139, 142 of the Companies Act, 2013 as set out in the notice of AGM dated 04th November, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Banda



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Item No 4: Ordinary Resolution for Appointment of Mrs. Krishna Devi Sarda as a Director of the Company

Total No. of Shareholders	2,658		
Total No. of Shares	17,25,900		
Remote E-voting Period	26 th November, 2015 to 29 th November, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	21	6,23,400
Total Votes cast through Polling at AGM	B	7	1,100
Grand Total of remote e-voting / Polling at AGM (A+B)	C	28	6,24,500
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	100
Net remote e-voting/ Polling at AGM (C-D)	E	27	6,24,400

NOTES:

- Invalid voting was not taken into account for counting of 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 was 1 case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
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	2,38,300	17.78	2,38,300	0	100	0
Total	17,25,900	6,24,400	36.18	6,24,400	0	100	0

Percentage of Votes cast in favour: **100.00** | 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 149, 152 of the Companies Act, 2013 as set out in the notice of AGM dated 04th November, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Sarda



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I further report that as per the AGM notice dated 04th November, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.sardaproteins.com and on the website of CDSL and shall also be communicated to the Stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

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
FCS: 3355



Place: Jaipur
Date: 02nd December, 2015

For Sarda Proteins Limited



Damodar Prasad Sada
Chairman of the Meeting
DIN: 00763377