



SCRUTINIZER'S REPORT

To,
The Chairman of
27th Annual General Meeting of the Equity Shareholders of Sarda Proteins Limited held on 06th August, 2018 at 02:00 P.M. at the registered office of the company situated at G1-177 (A), 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 Limited (hereinafter referred to as "**Company**") at its meeting held on Wednesday, 04th July, 2018, 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 Pvt. Ltd. (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 Agents (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, 06th July, 2018 and as on that date, there were 2,663 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 email to 47 Shareholders whose email IDs were made available by the two Depositories and for those Shareholders, holding shares in physical form, who had registered their email-IDs with the RTA. In respect of 2,616 Shareholders, whose email-IDs were not available; notices were sent by Courier. There was no case where transmission through email had failed.





Further, as confirmed by the management, there were Nil 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, 30th July, 2018. The remote e-voting period remained open from Thursday, 02nd August, 2018 at 09:00 A.M. and ended on Sunday, 05th August, 2018 at 05:00 P.M.
- The Company completed the dispatch of the notices to the Shareholders by Saturday, 14th July, 2018.
- 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 dated Monday, 16th July, 2018 and in "Rashtradoot" vernacular newspaper in vernacular language dated Sunday, 15th July, 2018. 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 ***except that as per newspaper advertisement the Company has dispatched Annual Reports by 12th July, 2018, whereas, the Company has actually dispatched all the Annual Reports by 14th July, 2018.***
- At the end of the voting period on Sunday, 05th August, 2018 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 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 06th August, 2018, 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.
- 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: Adoption of Financial Statements

Total No. of Shareholders/ Folios	2,663		
Total No. of Shares	17,25,900		
Remote E-voting Period	02 nd August, 2018 to 05 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	3,86,000
Total Votes cast through Polling at AGM	B	10	1,60,700
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	5,46,700
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	16	5,46,700

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	3,86,000	3,86,000	100%	3,86,000	--	100%	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	13,39,900	1,60,700	11.99%	1,60,700	--	100%	--
Total	17,25,900	5,46,700	31.68%	5,46,700	--	100%	--

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 04th July, 2018 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: Appointment of Mr. Siddharth Sarda as a director liable to retire by rotation

Total No. of Shareholders/ Folios	2,663		
Total No. of Shares	17,25,900		
Remote E-voting Period	02 nd August, 2018 to 05 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	3,86,000
Total Votes cast through Polling at AGM	B	10	1,60,700
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	5,46,700
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	16	5,46,700

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	3,86,000	3,86,000	100%	3,86,000	--	100%	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	13,39,900	1,60,700	11.99%	1,60,700	--	100%	--
Total	17,25,900	5,46,700	31.68%	5,46,700	--	100%	--

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 04th July, 2018 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. 3: Special Resolution: Increase in borrowing powers of the Board of Directors of the Company

Total No. of Shareholders/ Folios	2,663		
Total No. of Shares	17,25,900		
Remote E-voting Period	02 nd August, 2018 to 05 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	3,86,000
Total Votes cast through Polling at AGM	B	10	1,60,700
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	5,46,700
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	16	5,46,700

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	3,86,000	3,86,000	100%	3,86,000	--	100%	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	13,39,900	1,60,700	11.99%	1,60,700	--	100%	--
Total	17,25,900	5,46,700	31.68%	5,46,700	--	100%	--

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 special resolution under Section 180(1)(c) of the Companies Act, 2013 as set out in the notice of AGM dated 04th July, 2018 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: Special Resolution: Authority to create charge and/ or mortgages on the assets of the Company under section 180(1)(a) of the Companies Act, 2013

Total No. of Shareholders/ Folios	2,663		
Total No. of Shares	17,25,900		
Remote E-voting Period	02 nd August, 2018 to 05 th August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	3,86,000
Total Votes cast through Polling at AGM	B	10	1,60,700
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	5,46,700
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	16	5,46,700

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.

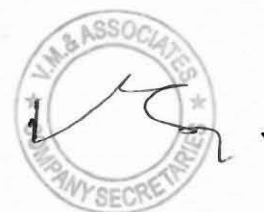
SUMMARY OF VOTING

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	3,86,000	3,86,000	100%	3,86,000	--	100%	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	13,39,900	1,60,700	11.99%	1,60,700	--	100%	--
Total	17,25,900	5,46,700	31.68%	5,46,700	--	100%	--

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 special resolution under Section 180(1)(a) of the Companies Act, 2013 as set out in the notice of AGM dated 04th July, 2018 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: Special Resolution: Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

Total No. of Shareholders/ Folios		2,663		
Total No. of Shares		17,25,900		
Remote E-voting Period		02 nd August, 2018 to 05 th August, 2018		
			Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting		A	6	3,86,000
Total Votes cast through Polling at AGM		B	10	1,60,700
Grand Total of remote e-voting / Polling at AGM (A+B)		C	16	5,46,700
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	16	5,46,700

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	3,86,000	3,86,000	100%	3,86,000	--	100%	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	13,39,900	1,60,700	11.99%	1,60,700	--	100%	--
Total	17,25,900	5,46,700	31.68%	5,46,700	--	100%	--

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 special resolution under Section 186 of the Companies Act, 2013 as set out in the notice of AGM dated 04th July, 2018 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 04th July, 2018 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: 07th August, 2018

For Sarda Proteins Limited

For SARDAPROTEINS LIMITED

Director

Damodar Prasad Sarda
Chairman & Whole Time Director
DIN: 00763377