

REPORT OF SCRUTINIZER

To
Mr. Sanjeev Kohali, Advocate
Chairman

**Court Convened Meeting of the Equity Shareholders of
Sitashree Food Products Limited**

Held on Saturday, the 17th day of May, 2014 at 11:00 a.m.,
at "Goverdhan Lal Ojha Sabhagrah", 3rd Floor, Bharti Bhawan, Shri Madhya
Bharat Hindi Sahitya Samiti, 11, R.N.T. Marg, Indore (M.P.)

Dear Sir

I, CA Vinay Gandhi, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the Court convened meeting of the Equity Shareholders of Sitashree Food Products Limited, held on Saturday the 17th May, 2014 at "Goverdhan Lal Ojha Sabhagrah", 3rd Floor, Bharti Bhawan, Shri Madhya Bharat Hindi Sahitya Samiti, 11, R.N.T. Marg, Indore (M.P.), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were sealed in my presence with the identification marks placed by me.
2. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I did not find any poll papers invalid.

4. The result of the Poll is as under:

Special Resolution:-

Approval of Scheme of Amalgamation:-

"RESOLVED THAT the amalgamation as embodied in the Scheme of Amalgamation of GG Real Estate Private Limited with Sitashree Food Products Limited, pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or re-enactment thereof) and placed before the meeting be and is hereby approved by the equity shareholders of the Company;



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the arrangement embodied in the Scheme of Amalgamation, to make such modifications or amendments or additions to the Scheme or consent to any conditions or limitations which either the Board of Directors of the Company may deem fit, to accept such modification and/or imposed by the Hon'ble High Court of Madhya Pradesh, Bench at Indore and/or by any other authority, while sanctioning the amalgamation embodied in the Scheme and to execute all acts, instruments, deeds, matters and things necessary, or, to review the position relating to the satisfaction of the conditions of the Scheme and if necessary, to waive any of those (to the extent permissible by law) for bringing the Scheme of Amalgamation into effect."

(i) Voted **in favour** of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll paper			
In person:	51	61,53,721	61.62
Through Proxy:	01	32,04,694	32.09
E-voting	36	4,99,441	05.00
Postal Ballot	29	1,26,405	01.26
Total	117	99,84,261	99.97

(ii) Voted **against** the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll paper			
In person:	-	-	-
Through Proxy:	-	-	-
E-voting	02	900	0.01
Postal Ballot	02	2002	0.02
Total	04	2902	0.03



(iii) **Invalid votes:**

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll paper			
In person:	-	-	-
Through Proxy:	-	-	-
E-voting	17*	52,73,183	-
Postal Ballot	-	-	-
Total	17	52,73,183	-

*Invalid votes due to personal presence.

5. A complete list of equity shareholders and also a separate list of shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to you for filing before the Hon'ble Court.

Thanking you
Yours faithfully

CA Vinay Gandhi
Scrutinizer



Place: Indore

Date: 17th May, 2014