

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,

Sita Shree Food Products Limited,
332/4/2, R.D. Udyog Nagar,
Palda, Nemawar Road,
Indore (M.P.)-452020

Subject: Scrutinizer's Report on E-voting and voting by Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014:

Dear Sir,

I, **Pratik Tripathi, Practicing Company Secretary**, had been appointed as Scrutinizer by the Board of Directors of Sita Shree Food Products Ltd ("the Company") vide resolution dated 05th May, 2015 for the purpose of voting by electronic means and voting by poll taken on the below mentioned resolution(s), at the Extra-Ordinary General Meeting of the Shareholders of Sita Shree Food Products Ltd held on Saturday, 30th May, 2015 at 11.00 A.M. at the Registered office of the Company at 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore (M.P.)-452020, submit our report as under:

The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to E-voting on the resolutions contained in the Notice to the Extra-Ordinary General Meeting (EGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process at the EGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited.

1. The Company has entered into an arrangement with Central Depository Services Limited ("CDSL") for conducting E-voting by the shareholders of the Company.



2. The Shareholders of the Company holding shares as on the "Cut Off" date of 25th May, 2015 were entitled to vote through e-voting on the proposed resolutions as set out in Notice of EGM of the Company M/s Sita Shree Food Products Ltd.
3. As prescribed in the Rules, remote e-voting facility was kept open for three (3) days from 10.00 A.M. (IST) on May 27, 2015 till 05.00 P.M. (IST) on May 29, 2015.
4. As on the cut-off date there were 9,705 (nine thousand seven hundred and five) shareholders.
5. At the end of remote e-voting period on 05.00 P.M. (IST) on May 29, 2015, e-voting module was disabled for remote e-voting.
6. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and two witnesses namely Ms. Ajanta Saxena and Ms. Sukhvindar Kaur Pabla and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective, if any, have been treated as invalid and kept separately.
9. The Consolidated Report on voting by electronic means and voting by poll is as under:

Item No. 1-Special Resolution

To Convert 60,00,000 Equity Shares of Rs. 10/- each into Preference Shares of Rupees 10/- Each:

(i) Voted in favour of resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | 34 | 13878721 | 100 |
| Through remote e-voting | NIL | NIL | NIL |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

(iii) Invalid Votes

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|----------------|--|---------------------------------------|---------------------------------------|
| | | | |



| | | | |
|-------------------------|-----|-----|-----|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

Item No. 2- Special Resolution

Alteration in Memorandum of Association:

(i) Voted in favour of resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | 34 | 13878721 | 100 |
| Through remote e-voting | NIL | NIL | NIL |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

(iii) Invalid Votes

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

Item No. 3-Special Resolution

Increase in Authorised Share Capital by Rs. 2.00 Crores:

(i) Voted in favour of resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | 34 | 13878721 | 100 |
| Through remote e-voting | NIL | NIL | NIL |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|----------------|--|---------------------------------------|---------------------------------------|
| | | | |



| | | | |
|-------------------------|-----|-----|-----|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

(iii) Invalid Votes

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

Item No. 4-Special Resolution

Alteration in Memorandum of Association:

(i) Voted in favour of resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | 34 | 13878721 | 100 |
| Through remote e-voting | NIL | NIL | NIL |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

(iii) Invalid Votes

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

Item No. 5-Special Resolution

Issue And Allot Preference Shares on Preferential Basis:

(i) Voted in favour of resolution:

| Mode of Voting | Number of Members | Number of votes cast | % of total number of |
|----------------|-------------------|----------------------|----------------------|
| | | | |



| | Voted (in person or proxy) | by them (Shares) | valid votes cast |
|-------------------------|----------------------------|------------------|------------------|
| Through voting by poll | 32 | 10389888 | 100 |
| Through remote e-voting | NIL | NIL | NIL |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

(iii) Invalid Votes

| Mode of Voting | Number of Members Voted (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|--|---------------------------------------|---------------------------------------|
| Through voting by poll | NIL | NIL | NIL |
| Through remote e-voting | NIL | NIL | NIL |

Note: Mr. Dinesh Agrawal and Mr. Ashish Goyal having total 3488833 shares, do not participated in voting on aforesaid resolution as they are interested.

10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Meeting to announce the results of the meeting.
11. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed as "Annexure -I".
12. The poll papers and all other relevant records (in original) as per list given below were sealed and handed over to the Chairman of the Meeting.

Thanking you,
Yours Faithfully,

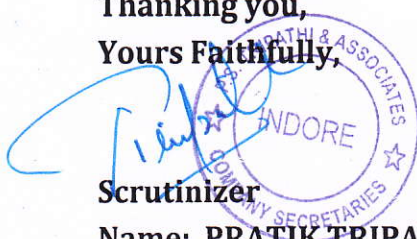
Scrutinizer

Name: PRATIK TRIPATHI

Practicing Company Secretary

FCS: 5812; CP: 5358

Place: INDORE



Date: 30.05.2015

Encl.:-

1. Attendance Register
2. Poll Papers
3. Annexure -I.



SITA SHREE FOOD PRODUCTS LIMITED

List of members who voted FOR in the EGM dated 30.05.2015

| Sr. No. | Name of Member | No. of Shares | Res. No. 1 | Res. No. 2 | Res. No. 3 | Res. No. 4 | Res. No. 5 |
|---------|---------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | Poll at AGM | | | | | | |
| 1 | Ashish Goyal | 3206403 | 3206403 | 3206403 | 3206403 | 3206403 | Not Voted |
| 2 | Dinesh Agrawal | 282430 | 282430 | 282430 | 282430 | 282430 | Not Voted |
| 3 | Anoop Goyal | 1129428 | 1129428 | 1129428 | 1129428 | 1129428 | 1129428 |
| 4 | Dinesh Agrawal HUF | 448500 | 448500 | 448500 | 448500 | 448500 | 448500 |
| 5 | Ms. Neha Agrawal | 131200 | 131200 | 131200 | 131200 | 131200 | 131200 |
| 6 | Anoop Foods Limited | 1508286 | 1508286 | 1508286 | 1508286 | 1508286 | 1508286 |
| 7 | Sitashree Marketting Limited | 1588957 | 1588957 | 1588957 | 1588957 | 1588957 | 1588957 |
| 8 | Ruchi Agrawal | 1195035 | 1195035 | 1195035 | 1195035 | 1195035 | 1195035 |
| 9 | Rupesh Agrawal | 715265 | 715265 | 715265 | 715265 | 715265 | 715265 |
| 10 | Manish Agrawal | 1043000 | 1043000 | 1043000 | 1043000 | 1043000 | 1043000 |
| 11 | Manish Kumar Ganesh Chandra HUF | 145700 | 145700 | 145700 | 145700 | 145700 | 145700 |
| 12 | Manisha Agrawal | 150700 | 150700 | 150700 | 150700 | 150700 | 150700 |
| 13 | Usha Devi Agrawal | 679300 | 679300 | 679300 | 679300 | 679300 | 679300 |
| 14 | Rajababu Agrawal | 239500 | 239500 | 239500 | 239500 | 239500 | 239500 |
| 15 | Rajababu Jagdish Chandra Agrawal HUF | 284900 | 284900 | 284900 | 284900 | 284900 | 284900 |
| 16 | Daffodil Laboratories Private Limited | 211718 | 211718 | 211718 | 211718 | 211718 | 211718 |
| 17 | Cashe Power Tools Private Limited | 506352 | 506352 | 506352 | 506352 | 506352 | 506352 |
| 18 | Navkar Overseas Private Limited | 196160 | 196160 | 196160 | 196160 | 196160 | 196160 |
| 19 | Sita Devi Garg | 3338 | 3338 | 3338 | 3338 | 3338 | 3338 |
| 20 | Sandesh Garg | 754 | 754 | 754 | 754 | 754 | 754 |
| 21 | Shefali Garg | 754 | 754 | 754 | 754 | 754 | 754 |
| 22 | Mahesh Dalodra | 19674 | 19674 | 19674 | 19674 | 19674 | 19674 |
| 23 | Dinesh Kumar Dalodra | 10000 | 10000 | 10000 | 10000 | 10000 | 10000 |
| 24 | Bhavna Dalodra | 9900 | 9900 | 9900 | 9900 | 9900 | 9900 |
| 25 | Sarla Goyal | 33400 | 33400 | 33400 | 33400 | 33400 | 33400 |
| 26 | Radheshyam Goyal | 3110 | 3110 | 3110 | 3110 | 3110 | 3110 |
| 27 | Padma Soni | 12000 | 12000 | 12000 | 12000 | 12000 | 12000 |
| 28 | Kiran Agrawal | 9386 | 9386 | 9386 | 9386 | 9386 | 9386 |
| 29 | Padam Kumar Pahadiya | 5000 | 5000 | 5000 | 5000 | 5000 | 5000 |
| 30 | Neha Bhandari | 2099 | 2099 | 2099 | 2099 | 2099 | 2099 |
| 31 | Lata Agrawal | 94272 | 94272 | 94272 | 94272 | 94272 | 94272 |
| 32 | Ranjana Gandhi | 2000 | 2000 | 2000 | 2000 | 2000 | 2000 |
| 33 | Narendra Bhandari HUF | 10000 | 10000 | 10000 | 10000 | 10000 | 10000 |
| 34 | Laxmi Narayan Joshi | 200 | 200 | 200 | 200 | 200 | 200 |
| | TOTAL | 13878721 | 13878721 | 13878721 | 13878721 | 13878721 | 10389888 |
| | Percentage | 100 | 100 | 100 | 100 | 100 | 100 |

Note :-

1. None of the votes cast against in any resolution at above meeting.
2. None of the votes found invalid in any resolution at above meeting.

Thanking you,
Yours Faithfully,

Scrutinizer
Name: **PRATIK TRIPATHI**
Practicing Company Secretary
FCS: 5812; CP: 5358
Place: Indore
Date: 30.05.2015

