

FORM NO.MGT-13
Report of Scrutinizer

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

To,
Chairman,
The Sukhjit Starch and Chemicals Ltd.
Phagwara


For Annual General Meeting of the Equity Shareholders of The Sukhjit Starch and Chemicals Ltd. held on July 27, 2017 at 10.00 A.M.

Dear Sir,

I, Parminder Singh Rally, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ballot polling at the time of Annual General Meeting, in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per clause 35B of the listing agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 along with the ballot polling votes on the resolutions referred to in this report, at the Annual General meeting of the Equity Shareholders of The Sukhjit Starch and Chemicals Ltd., held on July 27, 2017 at Registered office of the company at 10.00 A.M., submit my report as under:

1. The e-voting period remained open from 09.00 AM on Monday, July 24, 2017 up to 05.00 PM on Wednesday, July 26, 2017.
2. The Notice was sent to all the members, whose, names appeared in the register of Members as on June 23, 2017, and Cut off date for members who were entitled to vote on the proposed 9 (Nine) resolutions mentioned in the Notice to the Annual General Meeting of The Sukhjit Starch & Chemicals Ltd was 21st July,2017.
3. The votes were unblocked on July 27, 2017 in the presence of two witnesses, namely CS. Rohit Uppal, residing at WM-69, Bati Guzan, Jalandhar and Ms. Isha residing at Hn. 45,Patel Nagar, Maqsudan, Jalandhar who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

 (Rohit Uppal)

 (Isha)

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of the National Securities & Depositories Ltd. (<https://www.evoting.nsdl.com>)
5. The voting at the time of AGM was conducted by poll in my presence (along with two witnesses), in consonance with the provisions of the Companies Act, 2013 and rules made there under.

6. The consolidated results of the e-voting & Poll are given here under:

(a) Ordinary RESOLUTION I:- Item (1) of the Notice to AGM dated May 24, 2017

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2017.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

(b) Ordinary RESOLUTION II:- Item (2) of the Notice to AGM dated May 24, 2017

To declare dividend on the Equity Shares for the year ended 31.03.2017.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

(c) Ordinary RESOLUTION III:- Item (3) of the Notice to AGM dated May 24, 2017

To appoint Director in place of Shri Naresh Sardana (DIN :01213955), who retires by rotation and being eligible, offers himself for re-appointment.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2792223	2802423	100%
Dissent	0	0	0	0%
Total	10200	2792223	2802423	100%

Mr. Naresh Sardana, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2802423 valid assenting votes.

(d) Ordinary RESOLUTION IV:- Item (4) of the Notice to AGM dated May 24, 2017

To appoint the Statutory Auditors by passing with or without modification(s) the following resolution as an ordinary resolution:-

“Resolved that pursuant to the provisions of section 139 and any other applicable provision of The Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s VSAP & Associates, Chartered Accountants (FRN 018705N), be and are hereby appointed as Auditors of the company in place of the retiring auditors M/s Y K Sud & company, Chartered Accountants (who complete their term on the conclusion of this AGM u/s 139(2) of the Act) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 78th Annual General Meeting (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board and the Auditors.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

(e) Special RESOLUTION I:- Item (5) of the Notice to AGM dated May 24, 2017

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby granted to the re-appointment of Shri Satish Chander Jindal (DIN 01173299) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2758003	2768203	100%
Dissent	0	0	0	0%
Total	10200	2758003	2768203	100%

Mr. S C Jindal, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2768203 valid assenting votes.

(f) Special RESOLUTION II:- Item (6) of the Notice to AGM dated May 24, 2017

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby granted to the re-appointment of Shri Shiv Kumar Anand (DIN 00528532) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2792221	2802421	100%
Dissent	0	0	0	0%
Total	10200	2792221	2802421	100%

Mr. S K Anand, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2802421 valid assenting votes.

(g) Special RESOLUTION III:- Item (7) of the Notice to AGM dated May 24, 2017

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby granted to the re-appointment of Shri Vinod Pal Kapahi (DIN 00957729) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2792223	2802423	100%
Dissent	0	0	0	0%
Total	10200	2792223	2802423	100%

Mr. V P Kapahi, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2802423 valid assenting votes.

(h) Special RESOLUTION IV:- Item (8) of the Notice to AGM dated May 24, 2017

To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution : -

“Resolved that pursuant to the provisions of Section 161,196, 197, any other applicable provision of The Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule V to The Companies Act, 2013, the consent of the members be and is hereby granted to the appointment of Shri M G Sharma (DIN 00398326) as the Executive Director (Fin) & CFO of the Company with effect from 1st August, 2016 for a period of 3 years, on the terms & conditions including remuneration as are set out in the Explanatory Statement annexed hereto with the liberty to the Board of Directors to alter and vary and / or modify the terms & conditions of the appointment including remuneration etc. payable to Shri M G Sharma within the limits specified in Schedule V to The Companies Act, 2013 and / or any amendment thereto as may be made by the Central Government from time to time and as may be agreed between the Board of Directors and Shri M G Sharma.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793163	2803363	100%
Dissent	0	0	0	0%
Total	10200	2793163	2803363	100%

Mr. M G Sharma, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2803363 valid assenting votes.

(i) Special RESOLUTION V:- Item (9) of the Notice to AGM dated May 24, 2017

To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2018, by passing with or without modification(s) the following resolution as an ordinary resolution:-

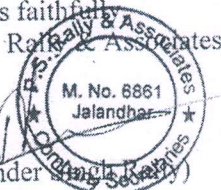
“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration fixed by the Board of Directors payable to the Cost Auditors for conducting the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

Place : Jalandhar
Date :29.07.2017

Yours faithfully
For M/s P.S. Rakhali & Associates

(Parminder Singh) Secretary