

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

Extra Ordinary General Meeting of the Equity Shareholders of The Sukhjit Starch and Chemicals Ltd. held on March 30, 2015 at 10.00 A.M.

Dear Sir,

I, Parminder Singh Rally, Proprietor of M/s P.S. Rally & Associates, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and polling at the time of Extra Ordinary 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 polling votes on the resolutions referred to in this report, at the Extra Ordinary General meeting of the Equity Shareholders of The Sukhjit Starch and Chemicals Ltd., held on March 30, 2015 at Registered office of the company at 10.00 A/M., submit our report as under:

1. The e-voting period remained open from 09.00 AM on Monday, March 23, 2015 up to 06.00 PM on Tuesday, March 24, 2015.
2. The Notice was sent to all the members, whose, names appeared in the register of Members as on February 20 , 2015, who were entitled to vote on the proposed 4 (four) resolutions mentioned in the Notice to the Extra Ordinary General Meeting of The Sukhjit Starch & Chemicals Ltd.
3. The votes were unblocked on March 26, 2015 in the presence of two witnesses, namely Mr. Rohit Uppal, residing at WM-69, Bati Guzan, Jalandhar and Ms. Kanika

Handa residing at 26, Subhash Nagar, Jalandhar who are not in employment of the company.

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

(Rohit Jpal)

(Kamika)

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) RESOLUTION I:- Item (1) of the Notice to EGM dated February 24, 2015

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 Clause 49 of the Listing Agreement, the consent of the members is hereby granted to the appointment of Mr. Satish Chander Jindal (DIN 01173299) (Non Executive Director), as an Independent Director of the Company to hold office upto 27th July, 2017."

Consolidated Results:-

Particulars	Numbers of Votes Contained in			Percentage
	e-votes	Poll	Total	
Assent	33653	2432056	2465709	100%
Dissent	1	0	1	0%
Total	33654	2432056	2465710	100%

As total of 24,65,709 valid votes were cast via e-voting and Poll assenting to the resolution mentioned above, the special resolution was passed .

(b) RESOLUTION II:- Item (2) of the Notice to EGM dated February 24, 2015

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 Clause 49 of the Listing Agreement, the consent of the members is hereby granted to the appointment of Mr. Shiv Kumar Anand (DIN 00528532) (Non Executive Director), as an Independent Director of the Company to hold office upto 27th July, 2017.”

Consolidated Results:-

Particulars	Numbers of Votes Contained in			Percentage
	e-votes	Poll	Total	
Assent	33653	2431056	2464709	100%
Dissent	1	0	1	0%
Total	33654	2431056	2464710	100%

Shri Shiv Kumar Anand, being interested, did not take part in the resolution.

As total of 24,64,709 valid votes were cast via e-voting and Poll assenting to the resolution mentioned above, the special resolution was passed .

(c) RESOLUTION III:- Item (3) of the Notice to EGM dated February 24, 2015

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 Clause 49 of The Listing Agreement, the consent of the members is hereby granted to the appointment of Mr. Vinod Pal Kapahi (DIN 00957729) (Non Executive Director), as an Independent Director of the Company to hold office upto 27th July, 2017.”

Consolidated Results:-

Particulars	Numbers of Votes Contained in			Percentage
	e-votes	Poll	Total	
Assent	33653	2431056	2464709	100%
Dissent	1	0	1	0%
Total	33654	2431056	2464710	100%

Shri Vinod Pal Kapahi, being interested, did not take part in the resolution.

As total of 24,64,709 valid votes were cast via e-voting and Poll assenting to the resolution mentioned above, the special resolution was passed.

(d) RESOLUTION IV:- Item (4) of the Notice to EGM dated February 24, 2015

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 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification(s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company:

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary or expedient, to give effect to this resolution.”

Consolidated Results:-

Particulars	Numbers of Votes Contained in			Percentage
	e-votes	Poll	Total	
Assent	33653	2432056	2465709	100%
Dissent	1	0	1	0%
Total	33654	2432056	2465710	100%

As total of 24,65,709 valid votes were cast via e-voting and Poll assenting to the resolution mentioned above, the special resolution was passed.

Thanking you,

Place : Jalandhar
Date : 30/03/2015

Yours faithfully,
For M/s. S. Rally & Associates
M. No. 6861
Jalandhar
(Parminder Pal Singh Rally)
Proprietor