

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

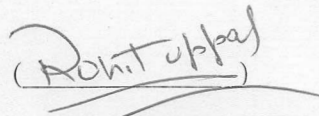
For Annual General Meeting of the Equity Shareholders of The Sukhjit Starch and Chemicals Ltd. held on August 08, 2019 at 10.00 A.M.

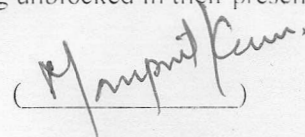
Dear Sir,

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 August 08, 2019 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, August 5, 2019 up to 05.00 PM on Wednesday, August 07, 2019.
2. The Notice was sent to all the members, whose names appeared in the register of Members on July 05, 2019, 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 2nd August, 2019.
3. The votes were unblocked on August 08, 2019 in the presence of two witnesses, namely CS's Rohit Uppal, residing at WM-69, Bati Guzan, Jalandhar and Mrs. Manpreet Kaur, residing at 5 B Gurudev 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 Uppal)


(Manpreet Kaur)

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 25, 2019

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2019.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

(b) Ordinary RESOLUTION II:- Item (2) of the Notice to AGM dated May 25, 2019

To ratify the appointment of Auditors for a further period of 1 year i.e. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting as per the provisions of Companies Act, 2013 and to fix their remuneration.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

(c) Special BUSINESS I:- Item (3) of the Notice to AGM dated May 25, 2019

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 196, 197, other applicable provisions (if any) 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 for the appointment of Shri K.K. Sardana (DIN: 00398376) as the Managing Director of the Company with effect from 1st May, 2019, for a period of 5 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, commission etc. payable to Shri K.K. Sardana 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 K.K. Sardana."

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2178	3520756	3522934	99.993%
Dissent	242	0	242	0.007
Total	2420	3520756	3523176	100%

Sh. K.K Sardana, Sh. Bhavdeep Sardana, Smt. Suman Sardana, Smt. Dipti Sardana and Smt. Sona Sardana being interested, as relatives, in the above resolution did not take part in the voting. Hence, the resolution was passed with a total of 3522934 valid assenting votes.

(d) Special BUSINESS II:- Item (4) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT pursuant to the provisions of Section 196, 197, other applicable provisions (if any) 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 re-appointment of Shri M.G. Sharma (DIN: 00398326) as the Executive Director (Fin) & CFO of the Company with effect from 1st August, 2019 for a period of 2 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	2178	5989474	5991652	99.996%
Dissent	242	0	242	0.004
Total	2420	5989474	5991894	100%

Sh. 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 5991652 valid assenting votes.

(e) Special BUSINESS III:- Item (5) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161, other applicable provisions (if any) 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, Smt. Manjoo Sardana in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature to the office of Director and who is



eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2272	2755694	2757966	99.995%
Dissent	148	0	148	0.005%
Total	2420	2755694	2758114	100%

Smt. Manjoo Sardana, Sh. Dhiraj Sardana, Sh. Pankaj Sardana, Smt. Nidhi Sardana and Smt. Divya Sardana being interested, as relatives, in the above resolution did not take part in the voting. Hence, the resolution was passed with a total of 2757966 valid assenting votes.

(f) Special BUSINESS IV:- Item (6) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) 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 be & is hereby granted to the appointment of S. Ranbir Singh Seehra (DIN: 01572708), as a Non Executive Independent Director of the Company w.e.f. 1st April, 2019 to hold office for a period of 3 years i.e upto March 31, 2022."

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

(g) Special BUSINESS V:- Item (7) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) 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 be & hereby granted to the appointment of Smt. Ruby Agrawal (DIN: 08417902), as a Non Executive Independent Director of the Company w.e.f. 10th April, 2019 to hold office for a period of 3 years i.e. upto April 9, 2022."



A handwritten signature in black ink, appearing to be "Rally", written over a horizontal line.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2322	5989594	5991916	99.98%
Dissent	98	0	98	0.002%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991916 valid assenting votes.

(h) Special BUSINESS VI:- Item (8) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT in suppression to the earlier resolution passed (if any) in this regard and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Company to sell, lease, dispose off any asset of the Company and/or to pledge/mortgage/ hypothecate/ charge in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company on all/ or part of its movable and/or immovable properties, both present and future and the whole or part of its undertaking of every nature & kind whatever and/or creating of floating charge in all or any moveable or immoveable properties of the Company and the whole / part of its undertaking in such manner as the Board may deem fit, to or in favour of Banks/ Financial Institutions/ Investors/ Lenders or any other person, to secure the amount borrowed, loans /advances already obtained or that may be obtained, including interest, all other costs, charges and expenses and other moneys payable either by the Company itself or any of its subsidiary from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required for the purpose of giving effect to the aforesaid Resolution."

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2160	5989594	5991754	99.996%
Dissent	260	0	260	0.004%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991754 valid assenting votes.

(i) Special BUSINESS VII:- Item (9) of the Notice to AGM dated May 25, 2019

To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2020, by passing with or without modification(s) the following resolution as an ordinary resolution:-



A handwritten signature in black ink, appearing to be "P.S. Rally", written over a horizontal line.

"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, 2020, be and is hereby ratified."

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

Place: Jalandhar
Date: 09.08.2019

