

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

Annual General Meeting of the Equity Shareholders of The Sukhjit Starch and Chemicals Ltd. held on July 29, 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 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 29, 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 Sunday, July 26, 2015 up to 05.00 PM on Tuesday, July 28, 2015.
2. The Notice was sent to all the members, whose, names appeared in the register of Members as on June 19, 2015, 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 is 22nd July,2015.
3. The votes were unblocked on March 26, 2015 in the presence of two witnesses, namely Mr. Rohit Uppal, residing at WM-69, Basti Guzan, Jalandhar and Mr. Gaurav Jaura residing at WQ-265, Basti Sheikh, 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

Gaurav Jaura

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 20, 2015

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2015.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(b) Ordinary RESOLUTION II:- Item (2) of the Notice to AGM dated May 20, 2015

To declare dividend on the Equity Shares for the year ended 31.03.2015.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(C) Ordinary RESOLUTION III:- Item (3) of the Notice to AGM dated May 20, 2015

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	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(d) Ordinary RESOLUTION IV:- Item (4) of the Notice to AGM dated May 20, 2015

To appoint Director in place of Smt. Ravi Chowdhry (DIN : 07082698), who retires by rotation and being eligible, offers herself for re-appointment.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	565563	567575	100%
Dissent	0	0	0	0%
Total	2012	565563	567575	100%

Shri I K Sardana and Shri K K Sardana, (both brothers) being interested, did not take part in the resolution

Hence, the resolution was passed with a total of 567575 valid assenting votes.

(e) Ordinary RESOLUTION V:- Item (5) of the Notice to AGM dated May 20, 2015

To ratify the appointment of Auditors for a further period of 1 years 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	2012	1336274	1338286	100%

Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(f) Special RESOLUTION VI:- Item (6) of the Notice to AGM dated May 20, 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 196, 197 read with the Schedule V and other applicable provisions, if any, of The Companies Act, 2013, the consent of the members be and is hereby granted to the re-appointment of Shri K. K. Sardana as the Joint Managing Director of the Company with effect from 1st September, 2015, 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 re-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		Total	Percentage
	Electronically (i.e. E-votes)	Th. Ballot		
Assent	512	541622	542134	99.72%
Dissent	1500	0	1500	0.28%
Total	2012	541622	543634	100%

Shri I K Sardana (brother), Shri K K Sardana (self), Smt. Suman Sardana (wife) and Smt. Dipti Sardana (daughter in law), being interested, did not take part in the resolution.

Hence, the resolution was passed as a special resolution with a total of 542134 valid assenting votes.

(g) Special RESOLUTION VII:- Item (7) of the Notice to AGM dated May 20, 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 188 and other applicable provisions, if any, of the Companies Act, 2013, if any, read with Rule 15 of the

Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the members be and is hereby granted to increase / revise the salary of Shri Puneet Sardana, Vice President(Operations), for the time being of the Malda Unit of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Puneet Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Puneet Sardana.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	502	886849	887351	99.83%
Dissent	1510	0	1510	0.17%
Total	2012	886849	888861	100%

Shri K K Sardana (father) and Smt. Suman Sardana (mother), being interested, did not take part in the resolution.

Hence, the resolution was passed as a special resolution with a total of 887351 valid assenting votes.

(h) Special RESOLUTION VIII:- Item (8) of the Notice to AGM dated May 20, 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 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the members be and is hereby granted to increase / revise the salary of Shri Pankaj Sardana, Vice President (Operations), for the time being of the Nizamabad Unit of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Pankaj Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Pankaj Sardana.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	502	570467	570969	99.74%

Dissent	1510	0	1510	0.26%
Total	2012	570467	572479	100%

Shri I K Sardana (father), Shri Dhiraj Sardana (brother), Smt. Manjoo Sardana (mother) and Smt. Divya Sardana (wife), being interested, did not take part in the resolution.

Hence, the resolution was passed as a special resolution with a total of 570969 valid assenting votes.

(i) Special RESOLUTION IX:- Item (9) of the Notice to AGM dated May 20, 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 149,152,161 and other applicable provisions of The Companies Act, 2013, read with the rules made there under, the consent of the members be and is hereby granted to appoint Smt. Ravi Chowdhry (DIN : 07082698) as Non Executive Women 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	512	565563	566075	99.74%
Dissent	1500	0	1500	0.26%
Total	2012	565563	567575	100%


Shri I K Sardana and Shri K K Sardana, (both brothers), being interested, did not take part in the resolution

Hence, the resolution was passed as a special resolution with a total of 566075 valid assenting votes.

Thanking you,

Place : Jalandhar
Date : 31/07/2015

Yours faithfully,
For M/s P.S. Rathi & Associates


(Parminder Singh Rathi)
Proprietor