Parminder Pal Singh RallyP.S.RALLY & ASSOCIATESB.Com., FCSCOMPANY SECRETARIESWG-329. Basti Adda Chowk, Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225<br/>E-mail:parminderrally@gmail.com

# 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, Chairperson, The Sukhjit Starch and Chemicals Ltd. Phagwara

For Extra ordinary General Meeting of the Shareholders of The Sukhjit Starch and Chemicals Ltd. held on October 18, 2021 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 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 ballot polling votes on the resolutions referred to in this report, at the Extra ordinary General meeting of the Shareholders of The Sukhjit Starch and Chemicals Ltd., held on October 18, 2021 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 Thursday, October 14, 2021 up to 05.00 PM on Sunday, October 17, 2021.
- 2. The Notice was sent to all the members, whose, names appeared in the register of Members as on September 17, 2021, and Cut off date for members who were entitled to vote on the proposed 3 (Three) resolutions mentioned in the Notice to the Extra ordinary General Meeting of The Sukhjit Starch & Chemicals Ltd was 11<sup>th</sup> October, 2021.
- The votes were unblocked on October 18, 2021 in the presence of two witnesses, namely Mr. Rishav Mahendru, residing at B-VII, 249, Fatehpura, Near Chandan Nagar, Jalandhar and Ms. Deepshikha, residing at 403, Friends colony who are not in employment of the company.

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

Deepshiking

For P.S. RALLY & ASSOCIATES B061300 COMPANY SECRETARIES

# P.S.RALLY & ASSOCIATES COMPANY SECRETARIES

WG-329, Basti Adda Chowk. Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225 E-mail:parminderrally@gmail.com

- 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 EGM 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 agenda item wise consolidated results of the e-voting & Poll are given here under:

### (a) Special Business 1:- Item (1) of the Notice to EGM dated September 20, 2021

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs.10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such conditions as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its power conferred by this resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot 8,15000 Equity warrants at a price of Rs. 300/- per warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("the Equity Shares") at a premium of Rs. 290/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 24,45,00,000/- (Rupees Twenty Four Crore Forty Five Lacs only) for cash consideration on a preferential basis ("Preferential Issue"), and



# Parminder Pal Singh Rally

# B.Com., FCS

# P.S.RALLY & ASSOCIATES COMPANY SECRETARIES

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on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees"- Promoters/ Promoter Group) as detailed below:

| SL No | Name of Proposed<br>Allottees  | Nature of<br>Instrument | No of<br>Warrants<br>convertibl<br>e into<br>Equity<br>shares<br>proposed<br>to be<br>issued | PAN No.    | Demat Details       |
|-------|--------------------------------|-------------------------|--|------------|---------------------|
| ł     | MANJOO<br>Sardana              | Eq. Warrants            | 175000   | ABOPS1728C | IN 30 I 54960843337 |
| 2     | KULDIP KRISHAN<br>Sardana      | Ei <u>q</u> . Warrants  | 125000   | AJKPS2652M | IN30154960728543    |
| 3     | DHIRAJ<br>SARDANA              | Eq. Warrants            | 80400  | ABOPS0544C | IN30154960728551    |
| 4     | PANKAJ<br>SARDANA              | Eq. Warrants            | 80400  | ABLPS8560P | IN 301 54960883347  |
| 5     | BHAVDEEP<br>SARDANA            | Eq. Warrants            | 80400  | ABOPS0542E | IN30154960843312    |
| 6     | PUNEET<br>SARDANA              | Eq. Warrants            | 80400  | ABLPS8559G | IN30154961211131    |
| -7    | KULDIP KRISHAN<br>Sardana(huf) | Eq. Warrants            | 60000  | AABHK0516  | IN30226913274585    |
| 8     | ROSINA MALIK                   | Eq Warrants             | 25000  | BUEPM9193B | IN30114312180240    |
| ÿ     | KABIR SARDANA                  | Eq Warrants             | 20200  | DAHPS5741C | IN30154931511724    |
| 10    | NIKHIL<br>SARDANA              | Eq. Warrants            | 20200  | BFKPS0286L | IN30115121751542    |
| 11    | NARESH<br>Sardana              | Eq. Warrants            | 13500  | AAOPS7574H | IN30302850489110    |
| 12    | ROHINI<br>SARDANA              | Eq. Warränts            | 10000  | ABPPS4037D | IN30226913594907    |
| 13    | NAVIN SARDANA                  | Fq Warrants             | 10000  | AANPS6218D | IN30154915575601    |
| 14    | UMESH<br>HIRANAND<br>CHABLANI  | Eq. Warrants            | 10000  | ACDPC5457G | IN30021423424639    |
| 15    | NALINI KALRA                   | Eq. Warrants            | 7000   | AKGPK2806G | IN30021410567872    |
| 16    | SHALINI UMESH<br>CHABLANI      | Eq. Warrants            | 7000   | ACQPC6735L | IN30021423417140    |
| 17    | VERINDER<br>Kumar<br>Sardana   | Eq. Warrants            | 5000   | ATBPS8378K | 1204320000044348    |
| 18    | NANDINI OBEROI                 | Eq. Warrants            | 4000   | AAAPO2209F | IN30120910203115    |
| 19    | ASHOK<br>SARĐANA               | Eq Warrants             | 1500   | DTMPS6754K | IN30120910203852    |

For P.S. RALLY & ASSOCIATES

FRN-P2003PB061300 COMPANY SECRETARIES

-3-PARTNER

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity warrants is **Saturday**, **September 18**, **2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date").

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount of Rs. 100/- (Rupees One Hundred Only) per Equity Warrant in terms of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance of the Equity Warrant Issue Price i.e. Rs. 200/- per warrant shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

The Equity Shares, being allotted to the proposed allottees pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

The Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

The allotment pursuant to this special resolution shall be completed within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

| For P.S. RALLY & ASSOCIATES                         | - 4 - |
|---|-------|
| PARTNER<br>FRN-P2003PB061300<br>COMPANY SECRETARIES |       |

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# Parminder Pal Singh RallyP.S.RALLY & ASSOCIATESB.Com., FCSCOMPANY SECRETARIESWG-329, Basti Adda Chowk, Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225<br/>E-mail:parminderrally@gmail.com

The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** entire promoter group, being interested, shall abstain from voting for the above mentioned resolution.

**RESOLVED FURTHER THAT** The Equity Shares proposed to be issued and allotted upon conversion of warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be tinal and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

| Particulars | Numbers of Vot                   | Percentage |         |        |
|-------------|----------------------------------|------------|---------|--------|
|             | Electronically<br>(i.e. E-votes) | Th. Ballot | Total   |        |
| Assent      | 99471                            | 1304816    | 1404287 | 99.97% |
| Dissent     | 346                              | 0          | 346     | 0.03%  |
| Total       | 99817                            | 1304816    | 1404633 | 100%   |

Consolidated Results:-

Hence, the resolution was passed with a total of 1404287 valid assenting votes.

For P.S. RALLY & ASSOCIATES PARTNER FRN-P2003PB061300 COMPANY SECRETARIES

# P.S.RALLY & ASSOCIATES COMPANY SECRETARIES

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Shareholders from Promoter/ Promoter Group did not cast their votes in the above resolution

#### (b) Special Business II:- Item (2) of the Notice to EGM dated September 20, 2021

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act. 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs.10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such conditions as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its power conferred by this resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot 85.360 Equity warrants at a price of Rs. 300/- per warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10% each of the Company ("the Equity Shares") at a premium of Rs. 290/per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 2.56.08.000/- (Rupees Two Crore Fifty Six Lacs Eight Thousand only) for cash consideration on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees"- Non Promoters/Public) as detailed below:

| SL<br>N<br>0 | Name of<br>Proposed<br>Allottees | Nature of<br>Instrument | No of<br>Warrants<br>convertible<br>into Equity<br>shares<br>proposed to<br>be issued | PAN No.             | Demat Details    |
|--------------|----------------------------------|-------------------------|---|---------------------|------------------|
| I            | ATUL KUMAR<br>AGARWAL            | Eq. Warrants            | 25000   | AGXPA58 <b>77</b> A | 1201580000686388 |
| 2            | sudhir<br>Sindhwani              | Eq. Warrants            | 15000   | ACAPS2883F          | 1204720019133417 |
| 3            | KAPIL CHOPRA                     | Eq Warrants             | 11000   | ACUPC8002G          | IN30072410172140 |

6.

For P.S. RALLY & ASSOCIATES

PARTNER FRN-P2003PB061300 COMPANY SECRETARIES

#### Parminder Pal Singh Rally

B.Com., FCS

# P.S.RALLY & ASSOCIATES COMPANY SECRETARIES

WG-329. Basti Adda Chowk, Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225 E-mail:parminderrally@gmail.com

| 4  | RAKESH<br>CHAWLA                 | Eq. Warrants | 7700 | AAMPC3515C  | IN30302866237017 |
|----|----------------------------------|--------------|------|-------------|------------------|
| 5  | SHANKERLAL<br>DEVJIBHAL<br>PATEL | Eq. Warrants | 5400 | ΑΑΥΡΡύ643Α  | IN30115112107725 |
| 6  | MADAN GOPAL<br>SHARMA            | Eq. Warranis | 5200 | ADDPS5500P  | IN30177417135985 |
| 7  | MOTI<br>Sardana                  | Eq. Warrants | 3000 | AJFPM1710R  | IN3013302134358} |
| 8  | VIKAS UPPAL                      | Eq. Warrants | 2500 | AAAPU9828J  | 1N30047642913577 |
| 9  | RANBIR SINGH<br>SEEHRA           | Hq. Warrants | 2500 | ABQPS0692H  | IN30302866270806 |
| 10 | GAUTAM. MIN                      | Eq. Warrants | 2000 | ACKPJ4220B  | IN30045014185546 |
| Ц  | SAIIIL.<br>WADHAWAN              | Eq. Warrants | 2000 | ADNPW7271K  | 1N30154964230148 |
| 12 | VIJA Y KUMAR<br>SURI             | Eq. Warrants | 1000 | ABNPS7866C  | 1201090005560917 |
| 13 | ARJUN SARUP                      | Eq. Warrants | 1000 | ALQPS9627.1 | 1N30302882464861 |
| 14 | AMBAR SARUP                      | Eq. Warrants | 1000 | EGQPS9563E  | IN30302882569214 |
| 15 | DALJIT SINGH                     | Eq. Warrants | 560  | AREPS3359P  | 1202990004716711 |
| 16 | BHAVNA<br>Sarup                  | Eq. Warrants | 500  | A.IDPS3584K | IN30302880349891 |

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity warrants is **Saturday**, **September 18**, **2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date").

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount of Rs. 100/- (Rupees One Hundred Only) per Equity Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance of the Equity Warrant Issue Price i.e. Rs. 200/- per warrant shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

For P.S. RALLY & ASSOCIATES PARTNER 61300 ETARIES FRN-P2003PB061300 COMPANY SECRETARIES

### P.S.RALLY & ASSOCIATES **COMPANY SECRETARIES**

WG-329. Basti Adda Chowk, Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225 E-mail:parminderrally@gmail.com

> The Equity Shares, being allotted to the proposed allottees pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

> The Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

> The allotment pursuant to this special resolution shall be completed within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India. the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

> In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

> The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

> The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

> The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

> The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

> **RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

> **RESOLVED FURTHER THAT** the persons mentioned in the list above, who are subscribing to this issue in Non-Promoter/Public Shareholder category, being interested, will not take part in the resolution. All the shareholders other than those mentioned as Non-Promoter/public allottees can cast their votes.

> **RESOLVED FURTHER THAT** The Equity Shares proposed to be issued and allotted upon conversion of warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend-and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

> **RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements. agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required

For P.S. RALLY & ASSOCIATES

PARTNER 61300 TARIES FRN-P2003PB061300 COMPANY SECRETARIES

# Parminder Pal Singh RallyP.S.RALLY & ASSOCIATESB.Com., FCSCOMPANY SECRETARIESWG-329, Basti Adda Chowk, Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225<br/>E-mail:parminderrally@gmail.com

to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

| Particulars | Numbers of Vot                   | Percentage |         |         |
|-------------|----------------------------------|------------|---------|---------|
|             | Electronically<br>(i.e. E-votes) | Th. Ballot | Total   |         |
| Assent      | 216243                           | 7753031    | 7969274 | 99.996% |
| Dissent     | 346                              | 0          | 346     | 0.004%  |
| Total       | 216589                           | 7753031    | 7969620 | 100%    |

Consolidated Results:-

Hence, the resolution was passed with a total of 7969274 valid assenting votes.

The shareholders (including their relatives) considered for allotment under this category did not cast their votes in the above resolution.

#### (c) Special Business III:- Item (3) of the Notice to EGM dated September 20, 2021

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

"RESOLVED THAT pursuant to provisions of Section 13. 61, 64 and other applicable provisions of The Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of The Sukhjit Starch & Chemicals Ltd. ("The Company") and other applicable laws/rules/regulations. if any, the consent of shareholders be and is hereby accorded to the Board of Directors (hereinafter reffered to as "The Board") to increase the Authorized Share Capital of the Company from the existing Rs. 15,00,00,000/- (Rs. Fifteen Crores only) divided into 1.50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rs.Ten) each to Rs.20,00,000/- (Rs. Twenty crores only) divided into 2,00,00,000/- (Two Crore) Equity Shares of Rs. 10/- (Rs.Ten) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered/ amended by substituting the first line of the capital clause stated under item no. 5 to read as: "The Capital of the Company is Rs.20,00,000/- divided into 2,00,00,000/- Shares of Rs. 10/- each" for the existing wording "The Capital of the Company is Rs. 15,00,00,000/- divided into 1,50.00,000 Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for giving effect to this Resolution. The Board may further delegate all or any of the powers herein conferred, as it may deem lit in its absolute direction, to any committee of the Board or any one or

For P.S. RALLY & ASSOCIATES PARTNER FRN-P2003PB061300 OMPANY SECRETARIES COMPANY SECRETARIES

# Parminder Pal Singh RallyP.S.RALLY & ASSOCIATESB.Com., FCSCOMPANY SECRETARIESWG-329, Basti Adda Chowk, Near Petrol Pump, Jalandhar City, Mobile: 98147-80225 (O) 0181-4639225<br/>E-mail:parminderrally@gmail.com

more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

Consolidated Results:-

| Particulars | Numbers of Vot                   | Percentage |         |         |
|-------------|----------------------------------|------------|---------|---------|
|             | Electronically<br>(i.e. E-votes) | Th. Ballot | Total   |         |
| Assent      | 216243                           | 8307913    | 8524156 | 99.996% |
| Dissent     | 346                              | 0          | 346     | 0.004%  |
| Total       | 216589                           | 8307913    | 8524502 | 100%    |

Hence, the resolution was passed with a total of 8524156 valid assenting votes.

# For P.S. RALLY & ASSOCIATES

Place: Jalandhar Date: 18.10.2021 PARTNER FRN-P2003PB061300 COMPANY SECRETARIES

CS Parminder Pal Singh Rally M. No. 6861 Co P No. 5712