



S.B.G. & CO.

Chartered Accountants

Scrutinizer Report

(Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014)

To
The Chairman
Kumar Food Industries Limited
1102-F, Pearls Business Park,
Netaji Subhash Place, Pitampura,
New Delhi- 110034.

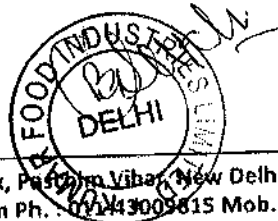
Sub: Scrutinizer's Report on Passing of Resolution through postal ballot paper under Section 109 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules 2014 and other relevant provisions if any of the Companies Act, 2013; along with rules as may be prescribed therein (including any statutory modification or re-enactment thereof)

Dear Sir(s),

In terms of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014, the Company vide Board Resolution dated 5.09.2018 has appointed me as the Scrutinizer for conducting the postal ballot voting process for passing the resolutions to be passed at 27th Annual General Meeting of the Members held on Saturday on 29th day of September, 2018, at 01:00 P.M. at 11th Floor, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034.

Further I hereby submit the report as under:

1. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot process on the resolutions contained in the Notice of the 27th Annual General Meeting (AGM) of the Members of the Company.



2. My responsibilities as a scrutinizer for voting through postal ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above.
3. The Shareholders holding shares as on the "Cut-off" Date 22nd September, 2018 were entitled to vote on the proposed resolutions stated in the Notice to the AGM of the Company.
4. As per the requirement of the Companies Act, 2013 the particulars of all forms received from the members have been registered in a register maintained separately for the purpose.
5. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened by me in the presence of two witnesses who were not in employment of the company and ballot papers were diligently scrutinized by me. The ballot papers were reconciled with the records maintained by the Company.
7. I did not find any ballot papers invalid.
8. The result of poll via ballot process is as under:



ORDINARY BUSINESS:-

RESOLUTION NO.1- ORDINARY RESOLUTION

To receive, consider and adopt the Audited financial Statements of the company for the year ended March 31, 2018 including the audited Balance Sheet as at March 31, 2018 the Statement of Profit & Loss for the year ended on that date together with the Reports of the Director's & Auditors thereon.

<u>Particulars</u>	<u>No. of Members Voted</u>	<u>Votes in favour of the Resolution</u>		<u>Votes against the Resolution</u>		<u>Invalid Votes</u>
		Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	
Voting at the Meeting	20	1474600	100	Nil	Nil	Nil

RESOLUTION NO. 2 - ORDINARY RESOLUTION

To appoint Mr. Director Dharminder Joshi (holding DIN: 05186749) a Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

<u>Particulars</u>	<u>No. of Members Voted</u>	<u>Votes in favour of the Resolution</u>		<u>Votes against the Resolution</u>		<u>Invalid Votes</u>
		Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	
Voting at the Meeting	20	1474600	100	Nil	Nil	Nil



Meeting						
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RESOLUTION NO.3 – ORDINARY RESOLUTION

TO FIX REMUNERATION OF STATUTORY AUDITORS:

RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 Remuneration to Statutory Auditors will be such amount as may be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

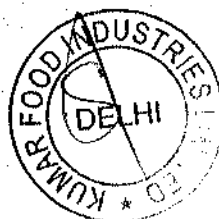
<u>Particulars</u>	<u>No. of Members Voted</u>		<u>Votes in favour of the Resolution</u>		<u>Votes against the Resolution</u>		<u>Invalid Votes</u>
	Nos.	Nos.	Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.
Voting at the Meeting	20	1474600	100		Nil	Nil	Nil

SPECIAL BUSINESS

RESOLUTION NO. 4 – ORDINARY RESOLUTION

TO CONSIDER APPOINTMENT OF MR. DHARMINDER JOSHI AS WHOLE TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Dharminder Joshi (DIN: 05186749) as a Whole-time Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 21st December, 2017



on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

<u>Particulars</u>	<u>No. of Members Voted</u>	<u>Votes in favour of the Resolution</u>		<u>Votes against the Resolution</u>		<u>Invalid Votes</u>
		Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	
Voting at the Meeting	20	1474600	100	Nil	Nil	Nil

RESOLUTION NO. 5 – ORDINARY RESOLUTION

TO CONSIDER REGULARIZATION OF ADDITIONAL DIRECTOR MR. BHARAT LAL SHUKLA (DIN: 05174820)

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 read with rules made there under, Mr. Bharat Lal Shukla who was appointed as an Additional Director on the Board of the Company with effect from November 2nd, 2017 in terms of Section 161 of the Companies Act, 2013 and the Article of Association of the Company and who holds the office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Sec 160 of Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company".

<u>Particulars</u>	<u>No. of Members Voted</u>	<u>Votes in favour of the Resolution</u>	<u>Votes against the Resolution</u>	<u>Invalid Votes</u>
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	Nos.	Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.
Voting at the Meeting	20	1474600	100	Nil	Nil	Nil

RESOLUTION NO. 6 - ORDINARY RESOLUTION

TO CONSIDER THE APPOINTMENT OF MS. SONAL SINGHAL AS INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act, (including any statutory modifications or re-enactment(s) thereof for the time being in force) Ms. Sonal Singhal (DIN 07892120), in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying her intention to propose Ms. Sonal Singhal as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2018 up to September 28, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution."

<u>Particulars</u>	<u>No. of Members Voted</u>		<u>Votes in favour of the Resolution</u>		<u>Votes against the Resolution</u>		<u>Invalid Votes</u>
	Nos.	Nos.	Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.
Voting at the Meeting	20	1474600	100	100	Nil	Nil	Nil



9. A complete detail containing a list of equity shareholders who voted in "FAVOUR" or "AGAINST" and those whose votes were declared invalid for each resolution at the AGM is enclosed (Annexure-A).

10. The relevant records relating to ballot forms shall remain in our safe custody until the chairman considers, approve and signs the minutes of the 27th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

11. The resolutions have been passed by the requisite majority.

12. You may accordingly declare result of the voting by Postal Ballot/Poll Process.

For S.B.G. & Co.
Chartered Accountants
FRN 401818/C

Dinesh Kumar
Partner
MemNo : 532728

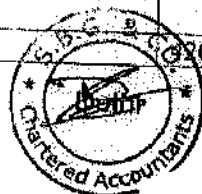
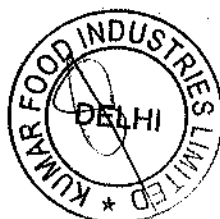
Date : 01.10.2018



Annexure- A

LIST OF EQUITY SHAREHOLDERS WHO VOTED IN "FAVOUR" OR "AGAINST"
FOR EACH RESOLUTIONS

S. No.	Name of the shareholder	Authorised Representative/ Proxy	Folio No/ Client ID	No. of shares	Vote Cast in Favour or Against
1.	Mr. Naresh Chand Varshney	In Person	504	8800	Favour
2.	Ms. Keshave Kumar	In Person	494	9400	Favour
3.	Devanand Sharma	In Person	596	6200	Favour
4.	Fruit Fresh Industries Private Limited	Authorised Representative (Mr. Divyarth Kumar)	5003	126700	Favour
5.	Shakti Bhog Snacks Ltd.	Authorised Representative (Mr. Divyarth Kumar)	1319	35400	Favour
6.	Mr. Abdul Hasan Ansari	In Person	479	8700	Favour
7.	Mr. Divyarth Kumar	In Person	IN30211310092115	401400	Favour
8.	Vital Holdings Private Limited	Authorised Representative (Mr. Rajeev Lochan)	35	144000	Favour
9.	Vizzly Invest Private Limited	Authorised Representative (Mr. Divyarth Kumar)	1311	148700	Favour
10.	Etanza Investments Private Limited	Authorised Representative (Mr. Ewin Ahuja)	1314	100000	Favour
11.	Goal Securities & Credits Limited	Authorised Representative (Mr. Ashok Kumar)	1318	149000	Favour
12.	Kalyani Invest Private Limited	Authorised Representative (Mr. Divyarth Kumar)	1312	145400	Favour
13.	Manju Sharma	Authorised	599	8200	Favour



		Representative (Mr. Devanand Sharma)			
14	Dharaminder Joshi	In person	1348	7300	Favour
15	Vandana Joshi	Authorised Representative (Mr. Dharaminder Joshi)	1349	7600	Favour
16	Bharat Lal Shukla	In person	1379	8500	Favour
17	Indu Shukla	Authorised Representative (Mr. Bharat Lal Shukla)	1380	9100	Favour
18	Divyarth Health Care Pvt. Ltd.	Authorised Representative (Mr. Divyarth Kumar)	5005	132400	Favour
19	Bhawna	Authorised Representative (Mr. Divyarth Kumar)	IN30211310092107	10600	Favour
20	Radhika Kumar	Authorised Representative (Mr. Divyarth Kumar)	IN30211310093996	11200	Favour

