



# 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 28.08.2019 has appointed me as the Scrutinizer for conducting the postal ballot voting process for passing the resolutions to be passed at 28<sup>th</sup> Annual General Meeting of the Members held on Saturday on 28<sup>th</sup> day of September, 2018, at 04:00 P.M. at 11<sup>th</sup> 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 28<sup>th</sup> 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 19<sup>th</sup> September, 2019 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 including as per Annexure -1



**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, 2019 including the audited Balance Sheet as at March 31,2019 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	30	1686500	100	Nil	Nil	Nil

**RESOLUTION NO. 2 – ORDINARY RESOLUTION**

To appoint Mr. Bharat Lal Shukla (holding DIN:05174820), 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	28	1668900	100	Nil	Nil	Nil
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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.	% 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	30	1686500	100	Nil	Nil	Nil	

**SPECIAL BUSINESS**

**RESOLUTION NO. 4 – ORDINARY RESOLUTION**

**TO CONSIDER APPOINTMENT OF MR. BHARAT LAL SHUKLA 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 appoint Shri Bharat Lal Shukla (DIN: 05174820) as a Whole-time Director, designated as Executive Director of the Company, for period of 5 (five) years, with effect from 01<sup>st</sup> April, 2018 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

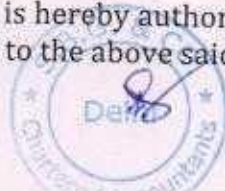
<u>Particulars</u>	<u>No. of Members Voted</u>	<u>Votes in favour of the Resolution</u>		<u>Votes against the Resolution</u>		<u>Invalid Votes</u>
		Nos.	% of Total Number of valid votes cast (Favour and Against)	Nos.	% of Total Number of valid votes cast (Favour and Against)	
Voting at the Meeting	28	1668900	100	Nil	Nil	Nil

**RESOLUTION NO. 5 – ORDINARY RESOLUTION**

**TO CONSIDER THE APPOINTMENT OF MR. AJAY PAL 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 there under (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) Mr. Ajay Pal (DIN 08393165), 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 Mr. Ajay Pal as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 28, 2019 up to September 27, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FUTHER 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.	% 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	30	1686500	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 28<sup>th</sup> 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.

UDIN : 19532728AAAAAF2920

**For S.B.G. & Co.**  
**Chartered Accountants**  
**FRN : 001818N**

  
**Dinesh Aggarwal**  
**Partner**  
**MemNo : 532728**



**Date : 30.09.2019**  
**Place:New Delhi**

## Annexure- 1

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.	DIVYARTH KUMAR	In Person	IN30211310092115	401400	Favour
2.	GOAL SECURITIES AND CREDITS LIMITED	Authorized Representative (Mr. Tarun Kumar)	1318	149000	Favour
3.	VIZZY FINVEST PRIVATE LIMITED	Authorized Representative (Mr. Divyarth Kumar)	1311	148700	Favour
4.	KALYANI FINVEST PRIVATE LIMITED	Authorized Representative (Mr. Divyarth Kumar)	1312	145400	Favour
5.	VITAL HOLDINGS PRIVATE LIMITED	Authorized Representative (Mr. Divyarth Kumar)	35	144000	Favour
6.	FRUTO FREESH INDUSTRIES PVT. LTD.	Authorized Representative (Mr. Divyarth Kumar)	5003	126700	Favour
7.	ELANZA INVESTMENT PRIVATE LIMITED	Authorized Representative (Mr. Divyarth Kumar)	1314	100000	Favour
8.	SHAKTI BHOG SNACKS LIMITED	Authorized Representative (Mr. Divyarth Kumar)	1319	35400	Favour
9.	NARESH CHAND VARSHNEY	In person	504	8800	Favour
10.	ABDUL HASAN ANSARI	In Person	479	8700	Favour
11.	KESHAVE KUMAR	In person	494	9400	Favour
12.	DEVANAND SHARMA	In person	596	6200	Favour
13.	MANJU SHARMA	In person	599	4200	Favour



14.	DHARAMINDER JOSHI	In person	1348	7300	Favour
15.	MRS VANDANA JOSHI	In person	1349	7600	Favour
16.	BHARAT LAL SHUKLA	In person	1379	8500	Favour
17.	INDU SHUKLA	In person	1380	9100	Favour
18.	DIVYARTH HEALTH CARE PVT.LTD.	Authorized Representative (Mr. Divyarth Kumar)	5005	132400	Favour
19.	BHAWNA	Proxy (Mr. Divyarth Kumar)	IN30211310092107	10600	Favour
20.	RADHIKA KUMAR	Proxy (Mr. Divyarth Kumar)	IN30211310093996	11200	Favour
21.	RADHIKA KUMAR	Proxy (Mr. Divyarth Kumar)	5008	143900	Favour
22.	PRAKASH CHAND SHARMA	In Person	833	6700	Favour
23.	VISHAL VARSHNEY	In Person	1370	6100	Favour
24.	ANIRUDH PRATAP SINGH	In Person	1378	8800	Favour
25.	NIRMALA DEVI	In Person	427	6200	Favour
26.	AMOD KUMAR	In Person	480	7400	Favour
27.	SURESH KUMAR MAHARAJ	In Person	1351	9400	Favour
28.	NEELAM DEVI	In Person	1352	7800	Favour
29.	ASHOK KUMAR	In Person	834	6500	Favour
30.	MEENA SINGH	In Person	1377	9100	Favour

