



J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

Phone (o) 2225022 Cell : 9374620085

Email : jggandhics@gmail.com

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Report of Scrutinizer

Consolidated Report on remote E-voting and Voting by Poll at AGM

(Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman
of 40th Annual General Meeting of Members of
M.P. Agro Industries Limited
Mig-44 Bharti Niketan,
Near Gautam Nagar,
Bhopal MP 462023

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll at the AGM of M. P. Agro Industries Limited held on 13th Aug., 2016

I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, having office at 231, Phoenix Complex, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (herein after referred to as Rules) for scrutinizing the e-voting process and poll at the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the **40th Annual General Meeting (AGM)** of the Members of the Company held on **13th Aug., 2016 at 3.00 PM.** at the Registered office of the Company at **Mig-44, Bharti Niketan, Near Gautam Nagar, Bhopal 462023 MP.**

1. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.
2. I submit my report as under;





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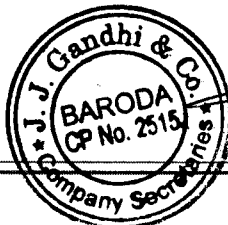
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- A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper "**Pioneer English News Paper**" dated **18th July, 2016** and in Hindi language in the news paper "**Haribhoomi Rashtriya Hindi Dainik**" dated **18th July, 2016**.
- B. The e-voting period remained open from **10th Aug., 2016 (10.00 A.M.)** to **12th Aug., 2016 (5.00 P.M.)**.
- C. The Members of the Company holding shares in physical form or demat form as on "**Cut-off**" date i.e. **6th Aug., 2016** were entitled to vote on the resolutions mentioned in the Notice of AGM.
- D. At the AGM Poll was conducted to facilitate the members/ proxies present at the AGM and who did not vote in the E-voting process.
- E. Ballot papers were given to the Members and proxies present at the meeting. The empty ballot box was shown, locked and sealed in my presence and in the presence of members and proxies.
- F. Subsequently, the ballot box was opened in my presence and in the presence of **Ms. CS Sonal Shimpi** and **Ms. Bhagyashree** who are not in the employment of the Company. They have signed at the end of report to confirm that polling box was opened in their presence.
- G. The poll papers were scrutinized and reconciled with the records maintained by the Company/ Registrar & Transfer Agent and the authorizations/ proxies lodged with the Company.
- H. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- I. After counting votes cast through poll at AGM, the E-votes cast were unblocked on **13th August, 2016** in the presence of two witnesses **Ms. CS Sonal Shimpi** and **Ms. Bhagyashree** who are not in employment of the Company. They have signed at the end of report to confirm that the e-votes have been unblocked in their presence.
- J. The details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.co.in.





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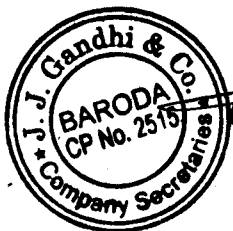
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Resolution No. 1 – Ordinary Resolution

Adoption of Audited financial statements of the Company for the financial year ended on 31st March, 2016, and the Reports of the Board of Directors and the Auditors thereon.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	14	3652823	88.37
Poll	4	480610	11.63
Total	18	4133433	100
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	





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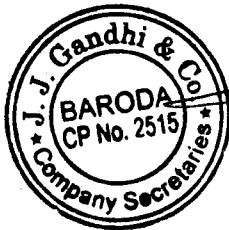
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Resolution No. 2 – Ordinary Resolution

Appointment of M/s. Parikh Shah Chotila & Associates, Chartered Accountants as the Auditor of the Company.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	14	3652823	88.37
Poll	4	480610	11.63
Total	18	4133433	100
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	





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Resolution No. 3 – Ordinary Resolution

Appointment of Ms. Poonam Zha (DIN 07506199) as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	14	3652823	88.37
Poll	4	480610	11.63
Total	18	4133433	100
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	





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Resolution No. 4 – Ordinary Resolution

Appointment of Mr. Yunus R. Memon (DIN 01094396) as a Managing Director of the Company.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	14	3652823	88.37
Poll	4	480610	11.63
Total	18	4133433	100
Against the resolution			
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	

The relevant records relating to E-voting and Poll will be handed over to the Company Secretary after the Chairman approves and signs the minutes.

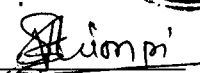
For J J Gandhi & Co.
Practising Company Secretaries


(J J Gandhi)
Proprietor (COP No – 2515)



Place : Vadodara
Date: 13th August, 2016

Witness Ms. CS Sonal Shimpi



Ms. Bhagyashree

