

# S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603

Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

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## SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 24th Annual General Meeting of the members of ADF FOODS LIMITED (the Company) to be held on Wednesday, on the 24<sup>th</sup> day of September, 2014 at 1.00 PM. at Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad- 387 001, Gujarat

Dear Sir,

1. I, Sanjay S. Risbud of M/s S.S.Risbud & Co., Thane, have been appointed by the Board of Directors of ADF FOODS LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on the 24th day of September, 2014 at 1.00 PM at Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad- 387 001, Gujarat

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company



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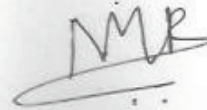
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3. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Thursday, September 18, 2014 (9.30 a.m. IST) to Saturday, September 20, 2014 (5.30 p.m. IST)
- ii. The members of the Company as on the "cut-off" date i.e 15<sup>th</sup> August, 2014 were entitled to vote on the resolutions (items no. 1 to 17 as set out in the notice of the 24<sup>th</sup> AGM of the Company)
- iii. The votes cast were unblocked on 20<sup>th</sup> September, 2014 at 6.00 PM in the presence of two witnesses, Ms Sushmita D Singh and Ms. Nikita M Ranade who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Sushmita D. Singh



Name: Nikita M Ranade

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, voted "for" "against" each of the resolutions that were put to vote, were generated from the e-voting website of NDSL i.e. <https://www.evoting.nsdl.com>.



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(a) **Resolution No. 1:** Ordinary Resolution: Adoption of Financial Statements, Report of Board of Directors and Auditors for the financial year ended 31<sup>st</sup> March, 2014

(i) **Voted in favour of the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
29	8190493	100%

(ii) **Voted against the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(b) **Resolution No. 2:** Ordinary Resolution: Declaration of dividend on equity shares for the year ended 31.03.2014

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
29	8190493	100%

(ii) Voted against the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(c) **Resolution No.3** Ordinary Resolution: Reappointment of Mr. Ashok H. Thakkar who retires by rotation.

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
18	43765	99.55

(ii) Voted against the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	200	0.45

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(d) **Resolution No.4** Ordinary Resolution: Appointment of M/s. D. P. Ghevaria & Co. Chartered Accountants as the Statutory Auditors and fixing their remuneration

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
29	8190493	100

(i) Voted against the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(ii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(e) **Resolution No.5** Ordinary Resolution: Appointment of Mr. Ashok H. Thakkar, Chairman as Whole Time Director who is liable to retire by rotation

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
19	45765	99.56

(ii) Voted against the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
1	200	0.44

(iii) Invalid votes:

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0	0



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(f) **Resolution No.6** Ordinary Resolution: Appointment of Mr. Bimal R. Thakkar as Managing Director who is liable to retire by rotation

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
20	45965	100

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0





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- (g) **Resolution No.7** Ordinary Resolution: Appointment of Mr. Bhavesh R. Thakkar, Executive Director as Whole Time Director who is Liable to retire by rotation

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
20	45965	100

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(h) **Resolution No.8** Ordinary Resolution: Appointment of Mr. Nipun C Shah as an Independent Director

(i) **Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	8190293	99.9976

(ii) **Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	200	0.0024

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(i) **Resolution No.9** Ordinary Resolution: Appointment of Mr. Yasir J Varawala as an Independent Director

(i) **Voted in favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
29	8190493	100

(ii) **Voted against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(j) **Resolution No.10** Ordinary Resolution: Appointment of Mr. Viren Merchant as an Independent Director

(i) **Voted in favour of the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
29	8190493	100

(ii) **Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(k) **Resolution No.11** Ordinary Resolution: Appointment of Mr. Jay Mehta  
as an Independent Director

(i) **Voted in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
28	8190293	99.9976

(ii) **Voted against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
1	200	0.0024

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(I) **Resolution No.12** Ordinary Resolution: Appointment of Mr. Ravinder Kumar Jain as an Independent Director

(i) **Voted in favour of the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
27	8190093	99.9976

(ii) **Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
1	200	0.0024

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(m) **Resolution No.13** Special Resolution: Approval of resolution u/s 180(1)(c) of  
The

Companies Act, 2013

(i) **Voted in favour of the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
29	8190493	100

(ii) **Voted against the resolution**

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(n) **Resolution No.14** Special Resolution: Approval of resolution u/s 180(1)(a) of The Companies Act, 2013

(i) **Voted in favour of the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
28	8190303	99.9977

(ii) **Voted against the resolution**

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
1	190	0.0023

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0





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(o) **Resolution No.15** Ordinary Resolution: Appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountant as the Joint statutory auditors

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
27	8188293	99.9976

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
1	200	0.0024

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(p) **Resolution No.16** Special Resolution: Approval of Related Party Transactions u/s 188(1)(a) and (d) of The Companies Act, 2013

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
20	45965	100

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0



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(q) **Resolution No.17** Special Resolution: Appointment of Mr. Mishal A. ThakkarP as a person in place of profit u/s 188(I)(f) of The Companies Act, 2013

(i) **Voted in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
19	45865	100

(ii) **Voted against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were declared as invalid	Total number of votes cast by them
0	0

Thanking You,

Yours faithfully,



**Sanjay S. Risbud**  
Scrutinizer  
Practicing Company Secretary  
C.P. No.5117

Place: Thane

Date: 20.09.2014