

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

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 28th Annual General Meeting of the members of ADF FOODS LIMITED (the Company) held on Saturday, the 15th day of September, 2018 at 12.00 Noon at Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram 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 28th Annual General Meeting (AGM) of the members of the Company, held on the 15th day of September, 2018 at 12.00 Noon at Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram 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 28th 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 Link Intime India Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company

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

- i. The e-voting period remained open from Wednesday, September 12, 2018 (9 a.m.) to Friday, September 14, 2018 (5 p.m.)



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- ii. The members of the Company as on the "cut-off" date i.e 7th September, 2018 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 28th AGM of the Company)
- iii. The votes cast were unblocked on 15th September, 2018 at 1.00 PM in the presence of two witnesses, Ms. Jyoti Gosar and Ms. Kalyani Datey who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Jyoti Gosar



Name: Kalyani Datey



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- 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 Link Intime India Private Limited i.e. instavote.linkintime.co.in

(a) Resolution No. 1: Ordinary Resolution: To receive, consider & Adopt the Audited Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the year ended 31st March, 2018

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
8	6497319	100

(ii) Voted against the resolution

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

(iii) Invalid votes:

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



[Handwritten signature]

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(b) **Resolution No. 2:** Ordinary Resolution: To appoint a Director in place of Mr. Bimal R. Thakkar (DIN:00087404) who retires by rotation and being eligible offers himself for re- appointment.

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
4	3071593	100

(ii) Voted against the resolution

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

(iii) Invalid votes:

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

(c) **Resolution No.3** Special Resolution: To approve re-appointment of Mr Bimal R. Thakkar (DIN 00087404) as Chairman, Managing Director & Chief Executive Officer of the Company for a period of 5 years from 1st October 2018 to 30th September, 2023 and to decide on his remuneration.

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
4	3071593	100



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(ii) Voted against the resolution

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

(iv) Invalid votes:

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

Thanking You,
Yours faithfully,



Sanjay S. Risbud
Scrutinizer

Practicing Company Secretary

C.P. No.5117

Place: Thane

Date: 17.09.2018

