

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

20<sup>th</sup> December, 2014

To,  
Mr. Damodar Prasad Sarda  
Chairman  
Sarda Proteins Limited,  
E-172-A, Matsya Industrial Area,  
Alwar – 301030(Rajasthan).

Dear Sir,

Sub: **Passing of Resolutions through Postal Ballot.**

Pursuant to the resolution passed by the Board of Directors of **SARDA PROTEINS LIMITED** (hereinafter referred to as "Company") on Monday, 10<sup>th</sup> November, 2014, I have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 10<sup>th</sup> November, 2014.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, listed companies listed on BSE Ltd (BSE), is required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the company has provided for the same.

The Company accordingly has made arrangements with the System Provider CDSL, Depository for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolution together with the explanatory statement in which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 10<sup>th</sup> November, 2014 sent to the shareholders by courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 07<sup>th</sup> November, 2014.



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Reference to the Companies Act, 2013	Type and description of the Special Resolutions
<p><b>1) Special Resolution</b> pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to sell, lease, dispose of or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and / or the whole or substantially the whole of the undertaking/s of the Company including:</p> <ul style="list-style-type: none"><li>• Land and building situated at E-172 (A) Matsya Industrial Area, 301030, Alwar at a price not lower than the market value being Rs.1,40,00,000(One Crore Forty Lakhs);</li><li>• Equity Shares of Aura Infracon Private Limited (being an associate company) held by the Company.</li></ul>
<p><b>2) Special Resolution</b> pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution under Section 14 of The Companies Act, 2013 to alter the Articles of Association of the Company. The Articles of Association of the Company, be and is hereby altered in the following manner:</p> <p>After Article No.3, the following Article be inserted as Article No. 3A:-</p> <p><b>Article No.3A</b></p> <p>"The Company and/or the Board of Directors shall have power, subject to and in accordance with Section 68 and other applicable provisions of the Act or the corresponding provisions, rules, regulations and guidelines prescribed by the Government of India, the Securities and Exchange Board of India or any other authority, to purchase any of its own fully paid up securities or other specified securities whether or not they are redeemable and may make a payment out of its free reserves or securities premium account of the company or proceeds of any shares or other specified securities, provided that no buy back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities or from such other sources as may be permitted by law on such terms, conditions and in such manner as may be prescribed by the law from time to time in respect of such purchase."</p>



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I report that the Postal Notice dated 10<sup>th</sup> November, 2014 under section 110 of the Companies Act, 2013 read with the Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March, 27, 2014 were dispatched to all the shareholders by courier to 13,288 numbers along with the self-addressed prepaid Business Reply Envelope on or before 15<sup>th</sup> November, 2014. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 6:00 p.m. on 15<sup>th</sup> December, 2014 as the last date for receipt of Postal Ballots and for e-voting.

As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the company on 17<sup>th</sup> November, 2014 in "Times of India, English Newspaper and in "Pratahkal" vernacular language newspaper, informing about the completion about the dispatch of the postal ballot Notices, by courier, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot Forms from the shareholders during the period starting from 16<sup>th</sup> November, 2014 till 15<sup>th</sup> December, 2014. All the Postal Ballot forms together with all the votes cast by e-voting through CDSL received up to 6.00 PM, 15<sup>th</sup> December, 2014, being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

There were no such envelopes containing Postal Ballot forms which were returned undelivered.

The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and then taken up for the scrutiny by me. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Forms.

Since e-voting facility was provided by CDSL which commenced on 16.11.2014 at 10.00 a.m. and ended on 15.12.2014 at 6.00 p.m., the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by me. While the details of the e-voting was provided by the system provider namely CDSL, the compilation of the register, in respect of Postal Ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by me, which have been duly scrutinized.

On scrutiny, I report that out of 13,288 (Thirteen Thousand Two Hundred and Eighty Eight) shareholders, 8 (Eight) shareholders have exercised their votes through e-voting and 20 (Twenty) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:



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**Item No 1: Special Resolution** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	13,288		
Total No. of Shares	32,83,100		
Receipt of postal Ballot Forms	From 16 <sup>th</sup> November, 2014 to 15 <sup>th</sup> December, 2014		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through e-voting	A	8	6,23,200
Total Votes cast through Postal Ballot forms received	B	20	30,700
Grand Total of e-voting /Postal Ballot Form (A+B)	C	28	6,53,900
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/Postal Ballot Forms (C-D)	E	28	6,53,900

**NOTES:**

- i. Invalid Postal Ballot was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- iii. There is no case where the shareholder has voted both through Postal Ballot and through e-voting.

**SUMMARY OF POSTAL BALLOT**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3)=[(2)/( 1)]*100	No. of votes in Favour (4)	No. of Votes against( 5)	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	6,21,300	6,21,200	99.98	6,21,200	0	100.00	0.00
Public institutional holders	--	--	--	--	--	--	--
Public-others	26,61,800	32,700	1.23	32,700	0	100.00	0.00
<b>Total</b>	<b>32,83,100</b>	6,53,900	<b>19.92</b>	6,53,900	0	100.00	0.00

Percentage of Votes cast in favour: **100.00%** | Percentage of votes cast against: **0.00%**



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**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special Resolution under Section 180(1) (a) of the Companies Act, 2013 as set out in the notice of postal ballot dated 10<sup>th</sup> November, 2014 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

**Item No 2: Special Resolution** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	13,288		
Total No. of Shares	32,83,100		
Receipt of postal Ballot Forms	From 16 <sup>th</sup> November, 2014 to 15 <sup>th</sup> December, 2014		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through e-voting	A	8	6,23,200
Total Votes cast through Postal Ballot forms received	B	20	30,700
Grand Total of e-voting/Postal Ballot Form (A+B)	C	28	6,53,900
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/Postal Ballot Forms (C-D)	E	28	6,53,900

**NOTES:**

- i. Invalid Postal Ballot was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- iii. There is no case where the shareholder has voted both through Postal Ballot and through e-voting.



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**SUMMARY OF POSTAL BALLOT**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3)=[(2)/( 1)]*100	No. of votes in Favour (4)	No. of Votes against( 5)	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/(2) ]*100
Promoter and Promoter group	6,21,300	6,21,200	99.98	6,21,200	0	100.00	0.00
Public institutional holders	--	--	--	--	--	--	--
Public-others	26,61,800	32,700	1.23	32,700	0	100.00	0.00
Total	<b>32,83,100</b>	6,53,900	<b>19.92</b>	6,53,900	0	100.00	0.00

Percentage of Votes cast in favour: **100.00%** | Percentage of votes cast against: **0.00%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special Resolution under Section 14 of the Companies Act, 2013 as set out in the notice of postal ballot dated 10<sup>th</sup> November, 2014 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated 10<sup>th</sup> November, 2014 and the Board Resolution dated 10<sup>th</sup> November, 2014, the Chairman may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred herein by 22<sup>nd</sup> December, 2014, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website [www.sardaproteins.com](http://www.sardaproteins.com) and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

I further report that the Company has duly complied with the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014. I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, Folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related



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papers are in my safe custody which will be handed over to the Chairman of the Company after he approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You  
Yours Faithfully,



**CS Manoj Maheshwari,**  
**Scrutinizer**  
**FCS: 3355**  
**C.P. No.: 1971**

