

Siddiqui & Associates

Company Secretaries

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Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Aayush Food and Herbs Limited
CIN: L01122DL1984PLC018307
Regd. Office: G-321, Chirag Delhi,
New Delhi 110017.

Thirty First Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2015 at G-321, Chirag Delhi, New Delhi 110017 at 02.00 P.M.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with the rule 20 of the Companies (Management and Administration) Rules 2014 and through Ballot voting at the Annual General Meeting.

Dear Sir,

Pursuant to the Resolution passed by the Board of Aayush Food and Herbs Limited (hereinafter referred as Company) I, K O Siddiqui FCS of Siddiqui & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the purpose of the e-voting process as mentioned under clause (ix) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules 2014. I say, I am familiar and well vested with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service Provider, had provided a system for recording the votes of the Shareholder electronically on all the items of the business (both ordinary and special) sought to be transacted in the 31st Annual General Meeting (AGM) of the Company held on Wednesday, the 30th September, 2015 at G-321, Chirag Delhi, New Delhi 110017 at 02.00 P.M. The Service Provider accordingly had set up e voting facility on their web site www.evotingindia.co.in. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e voting.

As on the cutoff date there were 32,45,000 Equity Shares. In respect of all the Shareholders the notices were sent on 03/04th September 2015.



The Notices sent in physical form contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules 2014.

The cutoff date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholder was 24th September 2015. As prescribed in the aforesaid Rules, the e voting facility was kept open for three days from 27th September 2015 at 09.00 A.M. to 29th September 2015 At 05.00 P.M.

As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement which was published more than 21 days in advance from the date of 31st Annual General Meeting of the Company in English & Hindi newspaper on 05th September, 2015. The notice published in newspaper carried the required information as specified in Section 91 of the Companies Act, 2013 & sub rule 4 (v) (a) to (h) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

The e voting started on 27th September 2015 at 09.00 a.m. and closed on 29th September 2015 at 5.00 p.m. The e voting was duly unblocked by me as a scrutinizer as per the procedure prescribed under sub rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

As a scrutinizer the Report of the e voting carried out by the Shareholders was duly compiled, the details of which are as follows:

There are in all 6 Shareholders holding 15,04,100 Equity Shares of the Company, who have participated in the e voting process carried out by the Company. Moreover 8 Shareholders holding 16,02,400 Equity Shares voted through ballot voting process at the Annual General Meeting.

The results of the e voting is as hereunder

As a scrutinizer the Report of the e voting carried out by the Shareholders was duly compiled, the details of which are as follows:

In this regard, I submit my report as under:

1. The e-voting period remained opened from 27th September 2015 at 09.00 a.m. and closed on 29th September 2015 at 5.00 p.m.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses viz Mr. Mohan Sati and Ms. Nancy Gupta who are not in the employment of the Company and who have signed below as confirmation to the unblocking of the votes.



3. We have scrutinized the votes cast through electronic means for the purpose of this report. Votes treated as invalid have not been taken into account for the counting of votes.
4. We have scrutinized the votes cast through ballot voting process for the purpose of this report. Votes treated as invalid have not been taken into account for the counting of votes.
5. The particulars of all the electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the e-voting is as per annexure attached herewith.
7. The register, all other papers and relevant records relating to voting are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

Recommendation:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Result of e-voting & ballot voting may be declared accordingly.

Place New Delhi
Date: 30.09.2015



For Siddiqui & Associates
Company Secretaries

K.O.SIDDIQUI
FCS 2229; CP 1284

K.O. SIDDIQUI
FCS 2229; CP 1284
SIDDIQUI & ASSOCIATES
COMPANY SECRETARIES
D-49, SARITA VIHAR
NEW DELHI - 110 076

Witness :

We the undersigned witnesseth that the votes were unblocked from the e-voting website of e-voting service provider viz Central Depository Services (India) Limited (CDSL) (www.evotingindia.co.in) in our presence at the office of Scrutinizer, Mr.K.O.Siddiqui.

(Mr. Mohan Sati)

(Ms. Nancy Gupta)

Annexure to the Scrutinizers Report

Agenda - wise details

Details of the Agenda: Resolution No 1.	Resolution required	Mode of voting	Voting Results
To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 together with reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and Ballot Voting	Resolution passed by requisite majority

Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on vote polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting - e voting							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Mode of voting - Ballot Paper							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
APPROVED WITH REQUISITE MAJORITY							
Result declared on Resolution No. 1							

Details of the Agenda: Resolution No 2.	Resolution required	Mode of voting	Voting Results
To appoint a Director in place of Mr. Sunil Mittal (DIN 00124175) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting and Ballot Voting	Resolution passed by requisite majority



Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting - e voting							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Mode of voting - Ballot Paper							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Result declared on Resolution No. 2	APPROVED WITH REQUISITE MAJORITY						

Details of the Agenda: Resolution No 3.	Resolution required	Mode of voting	Voting Results
To ratify the appointment of Auditors of the Company	Ordinary	E-Voting and Ballot Voting	Resolution passed by requisite majority

Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting - e voting							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Mode of voting - Ballot Paper							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Result declared on Resolution No. 3	APPROVED WITH REQUISITE MAJORITY						



Details of the Agenda: Resolution No 4.	Resolution required	Mode of voting	Voting Results
Appointment of Mr. Atul Kumar Chaturvedi as Independent Director.	Ordinary	E-Voting and Ballot Voting	Resolution passed by requisite majority

Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on vote polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting - e voting							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Mode of voting - Ballot Paper							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Result declared on Resolution No. 4				APPROVED WITH REQUISITE MAJORITY			

Details of the Agenda: Resolution No 5.	Resolution required	Mode of voting	Voting Results
Appointment of Mr. Ajay Mathur as Independent Director.	Ordinary	E-Voting and Ballot Voting	Resolution passed by requisite majority

Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on vote polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100



Mode of voting - e voting

Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%

Mode of voting - Ballot Paper

Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%

Result declared on Resolution No. 5

APPROVED WITH REQUISITE MAJORITY

Details of the Agenda: Resolution No 6.	Resolution required	Mode of voting	Voting Results
Approval of Borrowing Limits of the Company.	Special	E-Voting and Ballot Voting	Resolution passed by requisite majority

Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Mode of voting - e voting

Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%

Mode of voting - Ballot Paper

Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%

Result declared on Resolution No. 6

APPROVED WITH REQUISITE MAJORITY

Details of the Agenda: Resolution No 7.	Resolution required	Mode of voting	Voting Results
Approval for Creation of security on the properties of the Company, both present and future, in favor of Lenders.	Special	E-Voting and Ballot Voting	Resolution passed by requisite majority



Promoter / Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in Favour	No of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting - e voting							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Total	32,45,000	15,04,100	46.35%	15,04,100	00	100%	0%
Mode of voting - Ballot Paper							
Promoter & promoter grp.	00	0	0%	0	00	0%	0%
Public Institutional holders	00	0	0	0	00	00%	0%
Public	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Total	32,45,000	16,02,400	49.38%	16,02,400	00	100%	0%
Result declared on Resolution No. 7	APPROVED WITH REQUISITE MAJORITY						

Place New Delhi
Date: 30.09.2015



for Siddiqui & Associates
Company Secretaries

K.O.SIDDIQUI
FCS 2229; CP 1284

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FCS 2229; CP 1284
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