

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING
FOR AMRIT AGRO INDUSTRIES LIMITED**

The Chairman
Amrit Agro Industries Limited
CM-28, (1st Floor),
Gagan Enclave, Amrit Nagar,
G. T. Road,
Ghaziabad-201 009 (U.P.)

30th Annual General Meeting of the Members of Amrit Agro Industries Limited held on Monday, the 26th September, 2016 at 02.30 P. M. at Chaudhary Bhawan (Near Jain Mandir), E- Block, Kavi Nagar, Ghaziabad (U. P.) -201 002.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Amrit Agro Industries Limited (hereinafter referred to as **the "Company"**) on 30th June, 2016, I have been appointed as a Scrutinizer for the remote e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business sought to be transacted in the 30th Annual General Meeting ("**AGM**") of the Company, which was held on Monday, the 26th September, 2016. National Securities Depository Limited ("**NSDL**") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on the cutoff date there were 3601 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent in physical mode to all the shareholders.
4. The Notice sent to shareholders contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 19.09.2016. The e-voting facility was kept open from 23rd September, 2016 (9.00 A.M.) to 25th September, 2016 (5.00 P.M.).
6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published more than 21 days in advance from the date of beginning of voting period in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper both dated 31st August, 2016. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of the Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 25, 2016 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 26, 2016 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Satish Jha and Mr. Ashok Kumar who acted as the witnesses, as prescribed in sub rule 4 (xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly compiled, the detail of which are as follows:-



RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR (a) ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2016 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON ; AND

(b) ADOPTION OF THE CONSOLIDATED AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2016 AND THE CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF AUDITORS THEREON .

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI NARESH KUMAR BAJAJ (DIN:00026221) AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0



Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. SUNDEEP AGGARWAL (DIN : 00056690) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%



RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. JAYA BAJAJ (DIN : 03341936) AS A DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%

RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR APPOINTMENT OF MRS. JAYA BAJAJ (DIN : 03341936) AS A MANAGING DIRECTOR OF THE COMPANY FOR THREE YEARS.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%



RESOLUTION NO. 7 – SPECIAL RESOLUTION TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM Rs.7.00 CRORE TO Rs.8.50 CRORE.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%

RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR ALTERATION OF ARTICLE NO. 3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	46	1886827	100.00%	62.89%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	46	1886827	100.00%	62.89%

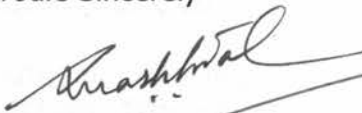


All the resolutions contained in the notice dated 30th June, 2016 calling 30th annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely




BALDEV SINGH KASHTWAL
SCRUTINIZER
C. P. NO. 3169
PARTNER
RSM & Co.,
COMPANY SECRETARIES
NEW DELHI

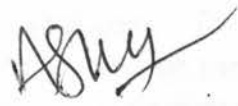
Place : New Delhi

Dated : September 27, 2016

Witness - 1

: 
Satish Jha
360 H, Daulatpura,
G. T. Road, Ghaziabad - 201001

Witness - 2

: 
Ashok Kumar
C-56/UGF-3,
Shubh Appts.
Shalimar Garden Extension-II,
Sahibabad, Ghaziabad-201005