



Vishal Garg & Associates Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Thilakarasu Venkatasamy
Whole-Time Director
Vitan Agro Industries Limited
No. 14, 1st Floor, Jagannathan Road,
Nungambakkam, Chennai- 600 034

Dear Sir,

I, Vishal Kumar Garg, Proprietor of M/s. Vishal Garg & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of the scrutinizing the **VOTING PROCESS** in a fair and transparent manner & ascertaining the requisite majority on **VOTING** carried out as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") on resolution(s) as mentioned in the Postal Ballot Notice dated, 28th December, 2016, during the Voting period from 5th January, 2017 (09.00 A.M. IST.) to 3rd February, 2017 (05.00 P.M. IST.).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting and Postal Ballot Voting on the resolutions contained in the Notice of Postal Ballot dated 28th December, 2016., sent to the members of the Company. My responsibility as a scrutinizer for the E-Voting and for Postal Ballot Voting process is restricted to making of a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of Postal Ballot, based on the reports generated from the E-Voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide E-Voting facilities for E-Voting and duly filled in Postal Ballot Forms returned by the shareholders provided by the company. We submit our report as under:

1. The Company has completed on 5th January, 2017 the dispatch of Postal Ballot Forms along with self-addressed postage pre-paid envelope to its members whose name(s) appears on the List of Members/List of Beneficiaries as on 23rd December, 2016.
2. The shareholders holding shares as on the "cut off" date i.e. 23rd December, 2016 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice of the M/s. Vitan Agro Industries Limited dated 28th December, 2016
3. The E-Voting period remained open from 5th January, 2017 (09.00 A.M. IST.) to 3rd February,



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2017 (05.00 P.M. IST.).

4. The votes were unblocked both physical and remote E-Voting on 4th February, 2017 in the presence of two witnesses, Ms. Sneha Kabra (No. F-2, K.K. House, 40/41 Meenambal Salai, K.K.D. Nagar, Chennai – 600 118 and Ms. Deepika. K (No. 12, Arumugam Street, Chennai – 600 001) who are not in the employment of the company.

Thereafter the details containing, inter alia, list of equity shareholders, who voted “for” and “against”, were downloaded from the E-voting website of Central Depository Services Limited (<https://www.evotingindia.com>).

It was found and recorded that there were no votes received through Physical Postal Ballot Form from the shareholders till the Closing of working hrs on 3rd February, 2017 (05.00 P.M. IST.).

5. The combined voting result is as under:

Resolution 1 :-DISINVESTMENT FROM M/S. AMIRDAM FOOD PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY

- (i) Voted in favour of the resolution:

Mode	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	16	10,27,300	100
Ballot Form	0	0	0
Total	16	10,27,300	100

- (ii) Voted against the resolution:

Mode	Number of members vote	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Ballot Form	0	0	0
Total	0	0	0



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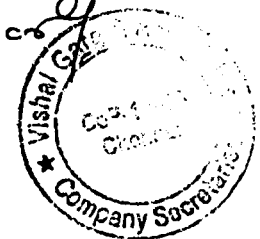
(iii) Invalid Votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Ballot Form	0	0
Total	0	0

6. The register, all other papers and relevant records relating voting both through Postal Ballot and E-Voting shall remain in our safe custody until the chairman considers, approves, signs the minutes of declaration of the Postal Ballot Results and then the said register, all other papers and relevant records shall be handed over to Mr. Thilakarasu Venkatasamy, Whole-Time Director of the company, for safe keeping.

For VISHAL GARG & ASSOCIATES
COMPANY SECRETARIES

Vishal Kumar Garg
VISHAL KUMAR GARG
PROPRIETOR
ACS - 34062 COP - 13089



Place : Mysore
Date : 4th February, 2017