

# BAMBINO AGRO INDUSTRIES LTD.



01<sup>st</sup> October, 2019

To,  
Bombay Stock Exchange Ltd,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

**Ref.: Bambino Agro Industries Ltd; Scrip code: 519295**

**Sub:- Scrutinizer Report of the 36<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 44(3) of SEBI (LORD) Regulations, 2015**

This is to inform that the 36<sup>th</sup> Annual General Meeting of the Company was held on 30<sup>th</sup> September 2019, and the business as contained in the Notice of AGM was transacted in this regard please find enclosed the Scrutinizer Report dated 01<sup>st</sup> October, 2019.

This is for your information and record.

Thanking you,  
For Bambino Agro Industries Limited

Ritu Tiwary  
Company Secretary

Encl: As Above

**WE BRING HEALTH TASTE AND CONVENIENCE TO LIFE**

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**SCRUTINIZERS' REPORT - POLL & e-VOTING.**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To

**The Chairman,**

36<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of **BAMBINO AGRO INDUSTRIES LIMITED** held on Monday 30<sup>th</sup> day of September, 2019 at 09:30 am at K.L.N. Prasad Auditorium at The Federation of Telangana Chambers of Commerce and Industry (FTCCI), Federation House, Red Hills, Hyderabad-500 004 India.

Dear Sir,

I, Chandrakanth Gorak, Proprietor of C Gorak & Co., Company Secretaries having its office at Flat No. 507A, Karan Center, Sarojini Devi Road, Secunderabad, has been appointed by the Board of Directors of **BAMBINO AGRO INDUSTRIES LIMITED** ("the Company"), as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to conduct the remote e-voting process and voting through physical ballot papers at 36<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot papers carried out, on the resolutions set out in the Notice dated 10<sup>th</sup> August, 2019.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots for the resolutions contained in the Notice to the 36<sup>th</sup> AGM of the members of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of physical ballot process is restricted to make a Scrutinizers' 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 Karvy Fintech Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company and physical ballot facilities. Accordingly, I submit the report, on completion of e-voting process and voting through polling papers, as under:-

SCRUTINIZERS' REPORT - Poll & eVoting



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1. The Company has engaged the service of Karvy Fintech Private Limited as the Authorized Agency to provide secured system for remote e-voting process.
2. The remote e-voting period remained open from 10.00 a.m. (IST) on 26<sup>th</sup> September, 2019 up to 05.00 p.m. (IST) on 29<sup>th</sup> September, 2019.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through physical ballot, on the proposed resolution was 23<sup>rd</sup> September, 2019.
4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who has casted votes through remote e-voting, were downloaded from the e-voting website of Karvy Fintech Private Limited, for the purpose of ensuring that members have casted their votes through remote e-voting do not vote again at the 36<sup>th</sup>AGM.
5. At the 36<sup>th</sup>AGM, after the declaration of voting by use of ballot by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence along with two witnesses (1) Mr. Vikas Bundele and (2) Mr. Vasu Devan, who are not in the employment of the Company and physical ballot papers were diligently scrutinized. The witnesses have signed below in the confirmation of the Ballot Boxes being unlocked in their presence. The Physical ballot papers were reconciled with the records maintained by the Company / Registrar & Transfer Agent of the Company - M/s. Karvy Fintech Private Limited and the authorization/proxies lodged with the company.

Name:  Vikas Bundele

Name:  Vasu Devan

7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes casted by the members and proxy holders present at the 36<sup>th</sup>AGM through physical ballot papers, the votes casted through remote e-voting were unblocked on 30<sup>th</sup> September, 2019 at 10.06 a.m., in the presence of two witness (1) Mr. Vikas Bundele and (2) Mr. Vasu Devan, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

Name:  Vikas Bundele

Name:  Vasu Devan

9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'FOR' and 'AGAINST' the resolutions, were generated from the e-voting website of Karvy.
10. Based on reports generated from the e-voting website of Karvy and voting through physical ballot papers at the 36<sup>th</sup>AGM, the consolidated report on the results of voting on each resolution are given hereunder: -



**ORDINARY BUSINESS**

Item No. 1:- Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and reports of Directors' and Auditors' thereon.

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	22	2925908
<b>Less</b> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>22</b>	<b>2925908</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<b>Less</b> Total Number of Invalid Votes	04	335
<b>Total Number of Valid Votes</b>	<b>32</b>	<b>3046226</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<b>Less</b> Total Number of Invalid Votes	4	335
<b>Total Number of Valid Votes</b>	<b>54</b>	<b>5972134</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'FAVOUR' of resolution	% of total number of valid votes cast
Remote e-voting	16	2925194	99.99
Voting through physical ballot papers	32	3046226	100
<b>Total</b>	<b>48</b>	<b>5971420</b>	<b>100</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'AGAINST' of resolution	% of total number of valid votes cast
Remote e-voting	6	714	0.001
Voting through physical ballot papers	0	0	0.00
<b>Total</b>	<b>6</b>	<b>714</b>	<b>0.001</b>



Item No. 2:- Ordinary Resolution for Declaration of dividend on the equity shares for the financial year 2018-19.

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting`</b>		
Total Votes received by electronic mode	22	2925908
<b>Less</b> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>22</b>	<b>2925908</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<b>Less</b> Total Number of Invalid Votes	04	335
<b>Total Number of Valid Votes</b>	<b>32</b>	<b>3046226</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<b>Less</b> Total Number of Invalid Votes	4	335
<b>Total Number of Valid Votes</b>	<b>54</b>	<b>5972134</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'FAVOUR' of resolution	% of total number of valid votes cast
Remote e-voting	19	2925212	99.99
Voting through physical ballot papers	32	3046226	100
<b>Total</b>	<b>51</b>	<b>5971438</b>	<b>100</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'AGAINST' of resolution	% of total number of valid votes cast
Remote e-voting	3	696	0.001
Voting through physical ballot papers	0	0	0
<b>Total</b>	<b>3</b>	<b>696</b>	<b>0.001</b>



Item No. 3:- Ordinary Resolution to appoint a director in place of Ms. Myadam Shirisha (DIN No. 07906214) who retires by rotation and being eligible, offer himself for re-appointment.

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	22	2925908
<u>Less</u> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>22</b>	<b>2925908</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<u>Less</u> Total Number of Invalid Votes	04	335
<b>Total Number of Valid Votes</b>	<b>32</b>	<b>3046226</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<u>Less</u> Total Number of Invalid Votes	4	335
<b>Total Number of Valid Votes</b>	<b>54</b>	<b>5972134</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'FAVOUR' of resolution	% of total number of valid votes cast
Remote e-voting	16	2925194	99.97
Voting through physical ballot papers	32	3046226	100
<b>Total</b>	<b>48</b>	<b>5971420</b>	<b>99.97</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'AGAINST' of resolution	% of total number of valid votes cast
Remote e-voting	6	714	0.003
Voting through physical ballot papers	0	0	0.000
<b>Total</b>	<b>6</b>	<b>714</b>	<b>0.003</b>



**SPECIAL BUSINESS**

Item No. 4 :- Special Resolution for appointment of Dr. Lalitha Ramakrishna Gowda (DIN No. 06974406) as an Independent Director for second consecutive term:

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	22	2625908
<b>Less</b> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>22</b>	<b>2625908</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<b>Less</b> Total Number of Invalid Votes	4	335
<b>Total Number of Valid Votes</b>	<b>32</b>	<b>3046226</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<b>Less</b> Total Number of Invalid Votes	04	335
<b>Total Number of Valid Votes</b>	<b>54</b>	<b>5972134</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'FAVOUR' of resolution	% of total number of valid votes cast
Remote e-voting	16	2925194	99.97
Voting through physical ballot papers	32	3046226	100
<b>Total</b>	<b>48</b>	<b>5971420</b>	<b>99.98</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'AGAINST' of resolution	% of total number of valid votes cast
Remote e-voting	6	714	0.002
Voting through physical ballot papers	0	0	0
<b>Total</b>	<b>6</b>	<b>714</b>	<b>0.002</b>



Item No. 5:-Special Resolution for appointment of Mr. S. Nageswara Rao (DIN No. 03278701) as an Independent Director for second consecutive term:

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting`</b>		
Total Votes received by electronic mode	22	2625908
<u>Less</u> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>22</b>	<b>2625908</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<u>Less</u> Total Number of Invalid Votes	4	335
<b>Total Number of Valid Votes</b>	<b>32</b>	<b>3046226</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<u>Less</u> Total Number of Invalid Votes	04	335
<b>Total Number of Valid Votes</b>	<b>54</b>	<b>5972134</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'FAVOUR' of resolution	% of total number of valid votes cast
Remote e-voting	16	2925194	99.97
Voting through physical ballot papers	32	3043226	100
<b>Total</b>	<b>48</b>	<b>5971420</b>	<b>99.97</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast 'AGAINST' of resolution	% of total number of valid votes cast
Remote e-voting	6	714	0.003
Voting through physical ballot papers	0	0	0.000
<b>Total</b>	<b>6</b>	<b>714</b>	<b>0.003</b>





Item No. 6 :- Special Resolution for appointment of Dr. S. Venkataraman (DIN No. 03623630) as an Independent Director for second consecutive term:

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	22	2625908
<u>Less</u> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>22</b>	<b>2625908</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<u>Less</u> Total Number of Invalid Votes	4	335
<b>Total Number of Valid Votes</b>	<b>32</b>	<b>3046226</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<u>Less</u> Total Number of Invalid Votes	04	335
<b>Total Number of Valid Votes</b>	<b>54</b>	<b>5972134</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast of 'FAVOUR' resolution	% of total number of valid votes cast
Remote e-voting	16	2625194	99.98
Voting through physical ballot papers	32	3046226	100
<b>Total</b>	<b>48</b>	<b>5971420</b>	<b>99.98</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast of 'AGAINST' resolution	% of total number of valid votes cast
Remote e-voting	6	714	0.002
Voting through physical ballot papers	0	0	0
<b>Total</b>	<b>6</b>	<b>714</b>	<b>0.002</b>



Item No. 7 :- Ordinary Resolution for Related Party Transactions:

Particulars	Numbers of Members who Cast vote/Poll Papers received.	No of Equity Shares of the Nominal Value of Rs.10/- each (Votes Cast).
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	22	2925908
<b>Less</b> Total Number of Invalid Votes (Abstain)	2	2886429
<b>Total Number of Valid Votes</b>	<b>20</b>	<b>39479</b>
<b>B. Poll</b>		
Total Votes received by Poll	36	3046561
<b>Less</b> Total Number of Invalid Votes	8	3042540
<b>Total Number of Valid Votes</b>	<b>28</b>	<b>4021</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	58	5972469
<b>Less</b> Total Number of Invalid Votes	10	5928969
<b>Total Number of Valid Votes</b>	<b>48</b>	<b>43500</b>

(i) Voted 'FOR' the resolution :

Mode of Voting	Number of members voted	Number of votes cast of 'FAVOUR' resolution	% of total number of valid votes cast
Remote e-voting	14	38765	98.19
Voting through physical ballot papers	28	4021	100
<b>Total</b>	<b>42</b>	<b>42786</b>	<b>98.35</b>

(ii) Voted 'AGAINST' the resolution :

Mode of Voting	Number of members voted	Number of votes cast of 'AGAINST' resolution	% of total number of valid votes cast
Remote e-voting	6	714	0.003
Voting through physical ballot papers	0	0	0.000
<b>Total</b>	<b>6</b>	<b>714</b>	<b>0.003</b>



11. The register, all other papers and relevant records relating to remote e-voting and physical papers of the 36<sup>th</sup> AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,



*[Handwritten Signature]*  
**CS CHANDRAKANTH GORAK**  
Proprietor  
**C GORAK & CO.**  
Company Secretaries  
FCS: 9628; CP: 11346

Place: Secunderabad, Telangana  
Date: 01.10.2019