

**ARIES AGRO LIMITED**

Date of the AGM:		30 <sup>th</sup> September, 2015					
Total number of shareholders on record date:		9,901					
No. of shareholders present in the meeting either in person or through proxy:		47					
Promoters and Promoter Group:		4					
Public:		43					
No. of Shareholders attended the meeting through Video Conferencing:		N.A.					
Promoters and Promoter Group:		N.A.					
Public:		N.A.					
<i>In case of Poll/Postal ballot/E-voting:</i>							
<b>(Agenda-wise)</b>							
<b>Item No. 1</b>							
Details of the Agenda:		Adoption of the Audited Financial Statements of the Company(both Standalone and Consolidated) for the year ended 31 <sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.					
Resolution required:		Ordinary					
Mode of voting:		Poll & Remote eVoting					
Voting Result :		As in the Table below:					
<i>In case of Poll/Postal ballot/E-voting:</i>							
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
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	35568	18992	59.42%	31.73%
Total	13004339	6917788	53.20%	6893494	18992	99.65%	0.27%
<b>Item No. 2</b>							
Details of the Agenda:		Declaration of Dividend of 20% being Rs. 2.00 per Equity Share of Rs. 10/- each for the Financial Year ended 31.03.2015.					
Resolution required:		Ordinary					

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Mode of voting:				Poll & Remote eVoting			
Voting Result :				As in the Table below:			
<i>In case of Poll/Postal ballot/E-voting:</i>							
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
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	54560	-	91.14%	-
Total	13004339	6917788	53.20%	6912486	-	99.92%	-
<b>Item No. 3</b>							
Details of the Agenda:				Appointment of Mrs. Nitya Mirchandani as a Director who was liable to retire by rotation.			
Resolution required:				Ordinary			
Mode of voting:				Poll & Remote eVoting			
Voting Result :				As in the Table below:			
<i>In case of Poll/Postal ballot/E-voting:</i>							
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
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	35343	19217	59.04%	32.10%
Total	13004339	6917788	53.20%	6893269	19217	99.64%	0.28%



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<b>Item No. 4</b>							
Details of the Agenda:				Ratification of appointment of M/s. Kirti D. Shah & Associates, Chartered Accountants, Mumbai, (Membership No. 32371) as the Statutory Auditors of the Company for the Financial Year 2015-16.			
Resolution required:				Ordinary			
Mode of voting:				Poll & Remote eVoting			
Voting Result :				As in the Table below:			
<i>In case of Poll/Postal ballot/E-voting:</i>							
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
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	35343	19217	59.04%	32.10%
Total	13004339	6917788	53.20%	6893269	19217	99.64%	0.28%
<b>Item No. 5</b>							
Details of the Agenda:				Re-appointment of Dr. Jimmy Mirchandani as the Managing Director for a period of 3(three) years commencing from 1 <sup>st</sup> October, 2015 upto and inclusive of 30 <sup>th</sup> September, 2018 and revision of remuneration.			
Resolution required:				Special			
Mode of voting:				Poll & Remote eVoting			
Voting Result :				As in the Table below:			
<i>In case of Poll/Postal ballot/E-voting:</i>							
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



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			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	35343	19217	59.04%	32.10%
Total	13004339	6917788	53.20%	6893269	19217	99.64%	0.28%

<b>Item No. 6</b>							
Details of the Agenda:				Re-appointment of Dr. Rahul Mirchandani as the Executive Director for a period of 3(three) years commencing from 1st October, 2015 upto and inclusive of 30th September, 2018 and revision of remuneration.			
Resolution required:				Special			
Mode of voting:				Poll & Remote eVoting			
Voting Result :				As in the Table below:			
<i>In case of Poll/Postal ballot/E-voting:</i>							
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
			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	35343	19217	59.04%	32.10%
Total	13004339	6917788	53.20%	6893269	19217	99.64%	0.28%
<b>Item No. 7</b>							
Details of the Agenda:				Ratification of remuneration of M/S R. Nanabhoy & Co., Cost Auditors for the financial year ending March 31, 2016.			
Resolution required:				Ordinary			
Mode of voting:				Poll & Remote eVoting			



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Voting Result :				As in the Table below:			
In case of Poll/Postal ballot/E-voting:							
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
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	8127	-	0%	-	-	0%	-
Public-Others	6138286	59862	0.98%	35568	18992	59.42%	31.73%
Total	13004339	6917788	53.20%	6893494	18992	99.65%	0.27%

For ARIES AGRO LIMITED



Mrs. Nitya Mirchandani  
Director



For ARIES AGRO LIMITED



Qaiser P. Ansari  
Company Secretary & Compliance Officer



SHAILASHRI BHASKAR  
B.Com, M B A, F C S.  
Practising Company Secretary  
FCS:5778; CP:5092)

D-24, Ajanta Anushakthi Nagar,  
Mumbai: 400 094  
Tel: +91 22 25573495  
Fax: +91 22 25573495  
Cell: + 91 9869100391  
Email: [shailashrib@hotmail.com](mailto:shailashrib@hotmail.com)

## SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014*

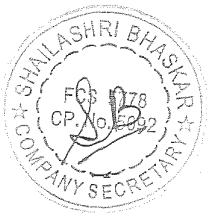
To  
The Chairman  
Aries Agro Limited  
Aries House, Plot No. 24, Deonar,  
Govandi (East),  
Mumbai 400 043

Sir,

I, Shailashri Bhaskar, Practising Company Secretary, having C P NO: 5092 have been appointed as Scrutinizer by the Board of Directors of the Company for the Forty Fifth Annual General Meeting of the Equity Shareholders of "ARIES AGRO LIMITED" to be held on Wednesday, the 30<sup>th</sup> September, 2015 at The Chembur Gymkhana, 16th Road, Chembur, Mumbai 400 071 for the purpose of scrutinizing the voting process in a fair and transparent manner and ascertaining the requisite majority on the voting carried out as per the provisions of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under

1. The shareholders holding equity shares as on the "cut off" date i.e. September 18, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice of the said Forty Fifth Annual General Meeting of "Aries Agro Limited".
2. The total paid up equity share capital of the Company as on the Cut Off Date was Rs. 13,00,43,390 divided into 1,30,04,339 Equity Shares of Rs. 10 each.
3. Remote E-voting
  - a. The company has appointed CDSL as the agency to provide the Remote e-voting facility.
  - b. The Remote e-voting commenced at 9:00 am on September 24, 2015 and ended at 5:00 p.m. on September 29, 2015.



4. Voting at the AGM through physical Ballot paper:

- a) The Company also provided the facility for voting through physical ballot paper at its 45th AGM for the Members attending the meeting, who had not cast their votes by Remote e-voting.
- b) Accordingly, a poll was conducted on the resolutions (Item Nos.: 1 to 7) set forth in the Notice of the 45<sup>th</sup> AGM of the Company at the meeting.
- c) An empty ballot box was kept for polling. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence.
5. The votes cast through Remote e-voting and the locked ballot box were unblocked / unlocked in the presence of presence of two witnesses, namely Mr A Sekar, residing at B 305, Sai Jyote, Lalubhai Park West, Vile Parle West, Mumbai 400 056 and Miss Prachi Kadakia, residing at 501, Gyan Darshan, Next to Municipal Garden, Shankar Lane, S.V.P. Road, Kandivali West, Mumbai 400 067, who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence

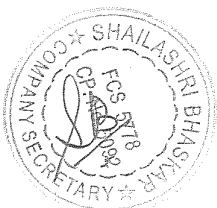


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6. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Aarthi Consultants Private Ltd the Registrar and Transfer Agents of the Company ('the RTA') and the authorizations / proxies lodged with the Company.
7. The poll papers, which were incomplete and./or which were otherwise found defective have been treated as invalid and kept separately.
8. I did not find any defaced or mutilated Ballot Form.
9. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio no., or client ID of the shareholders, no. of shares held by them, nominal value of such shares.
10. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.
11. After scrutiny, the summary of voting, details (Remote e-voting and poll) on the resolutions (Nos.: I to 7) set forth in the Notice of 45<sup>th</sup> AGM is as under:



*Resolution No. 1 - To consider and adopt Audited Financial Statement, Report of Board of Directors and Auditors for the year ended March 31, 2015 – Ordinary Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	58	6891704	100%
Ballot Paper	9	1790	8.61%
<b>E voting +Ballot Paper</b>	<b>67</b>	<b>6893494</b>	<b>99.72%</b>

(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	0	Nil	Nil
Ballot Paper	2	18992	91.39%
<b>E voting +Ballot Paper</b>	<b>2</b>	<b>18992</b>	<b>0.28%</b>

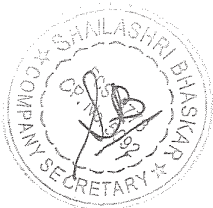
(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	Nil
Ballot Paper	1	1250

*Resolution No. 2 – To declare dividend for the financial year ended March 31, 2015- Ordinary Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	58	6891704	100%
Ballot Paper	11	20782	100%
<b>E voting +Ballot Paper</b>	<b>69</b>	<b>6912486</b>	<b>100%</b>





(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Ballot Paper	Nil	Nil	Nil
<b>E voting +Ballot Paper</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	Nil	Nil
Ballot Paper	1	1250

*Resolution No. 3 - To appoint a Director in place of Mrs. Nitya Mirchandani (DIN 06882384) who retires by rotation and being eligible offers herself for reappointment - Ordinary Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	57	6891479	99.99%
Ballot Paper	9	1790	8.61%
<b>E voting +Ballot Paper</b>	<b>66</b>	<b>6893269</b>	<b>99.72%</b>

(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	1	225	0.01%
Ballot Paper	2	18992	91.39%
<b>E voting +Ballot Paper</b>	<b>3</b>	<b>19217</b>	<b>0.28%</b>



(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	Nil
Ballot Paper	1	1250

*Resolution No. 4 – Ratification of appointment of Auditors for the Financial Year 2015 - 16. - Ordinary Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	57	6891479	99.99%
Ballot Paper	9	1790	8.61%
<b>E voting +Ballot Paper</b>	<b>66</b>	<b>6893269</b>	<b>99.72%</b>

(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	1	225	0.01%
Ballot Paper	2	18992	91.39%
<b>E voting +Ballot Paper</b>	<b>3</b>	<b>19217</b>	<b>0.28%</b>

(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	Nil
Ballot Paper	1	1250



*Resolution No. 5 – Reappointment of Mr Jimmy Mirchandani as Managing Director and revision in remuneration. – Special Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	57	6891479	99.99%
Ballot Paper	9	1790	8.61%
<b>E voting +Ballot Paper</b>	<b>66</b>	<b>6893269</b>	<b>99.72%</b>

(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	1	225	0.01%
Ballot Paper	2	18992	91.39%
<b>E voting +Ballot Paper</b>	<b>3</b>	<b>19217</b>	<b>0.28%</b>

(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	Nil
Ballot Paper	1	1250

*Resolution No. 6 – Reappointment of Dr Rahul Mirchandani as Executive Director and revision in remuneration- Special Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	57	6891479	99.99%
Ballot Paper	9	1790	8.61%
<b>E voting +Ballot Paper</b>	<b>66</b>	<b>6893269</b>	<b>99.72%</b>



(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	1	225	0.01%
Ballot Paper	2	18992	91.39%
<b>E voting +Ballot Paper</b>	<b>3</b>	<b>19217</b>	<b>0.28%</b>

(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	Nil
Ballot Paper	1	1250

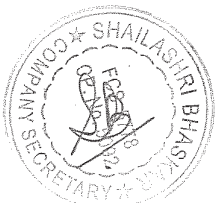
*Resolution No. 7 – Ratification of the remuneration of the Cost Auditor in terms of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014- Ordinary Resolution*

(i) Voted in favour of Resolution

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	58	6891704	100%
Ballot Paper	9	1790	8.61%
<b>E voting +Ballot Paper</b>	<b>67</b>	<b>6893494</b>	<b>99.72%</b>

(ii) Voted against the resolution (Out of the valid votes cast)

Mode of Voting	Number of Members voted ( in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
Remote E-voting	0	Nil	Nil
Ballot Paper	2	18992	91.39%
<b>E voting +Ballot Paper</b>	<b>2</b>	<b>18992</b>	<b>0.28%</b>



(iii) Invalid Votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	Nil
Ballot Paper	1	1250

Based on this Report, you may accordingly declare the result on the Resolutions (Item 1 to 7) mentioned in the Notice to the 45<sup>th</sup> Annual General Meeting as Passed.

The details of the equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The Register, all other papers and relevant records are being handed over to the Chairman of the Company for safe custody.

Thanking You

Yours faithfully

  
SHAILASHRI BHASKAR  
Company Secretary  
FCS 5778 CP 5092



Place : Mumbai

Dated : 30<sup>th</sup> September, 2015