

MGT-13

REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and as Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 or as amended from time to time)

To,
Mr. Darpan Sanghvi (The Chairman),
Sanghvi Brands Limited
105/2, Sanghvi House,
Shivaji Nagar, Pune: 411005

Sub: Scrutinizer Report on Voting by Poll at the 8th Annual General Meeting of the Equity Shareholders of Sanghvi Brands Limited held on Monday, the 24th day of September 2018 at 2.00 p.m. at the Red Wall Banquet, Tarawade Clarks Inn, First Floor, 1205/2/5, Shirole Road, Off J.M. Road, Pune 411005

Dear Sir,

I, Ajay M Antarkar of A.M. Antarkar & Co. Practicing Company Secretaries, appointed as Scrutinizer(s) for the purpose of scrutinizing the outcome of poll voting process on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Sanghvi Brands Limited, held on Monday the 24th September 2018 at 2.00 p.m. which concluded at 3.00 p.m. at Red Wall Banquet, Tarawade Clarks Inn, First Floor, 1205/2/5, Shirole Road, Off J.M. Road, Pune: 411005 in the terms of applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll for physical voting for each of the business items is as under:

Office:



Item No. 1: Adoption of Financial Statements:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

- (a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	77,71,880	100% (i.e. %

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Result: Approved by requisite majority

Office:

Sumol, Plot No. 27/B, Manmohan Society, Lane No. 1, Karvenagar, Pune - 411052



Item No. 2 – To Appoint a Director in place of Mr. Narendra Sanghvi, Non-Executive Director of the Company, who retires by rotation and being eligible, offered himself for re-appointment

"RESOLVED THAT pursuant to Sub-Section 6 of Section 152 of the Companies Act, 2013, Mr. Narendra Sanghvi (DIN: 02912085), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	77,71,880	100% (i.e. 74.62 % of the total issued shares)

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Result: Approved by requisite majority

Item No. 3 – Ratification of appointment of Statutory Auditors

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, B.K. Khare & Co. having firm registration no. 105102W, Chartered Accountants who were appointed in

Office:

Office: 105/10, 27 B, Maharashtra Society, Lane No. 1, Karvenagar, Pune - 411052



the AGM held on 30.09.2016, as the Statutory Auditors of the Company for a period of 5 years subject to annual ratification be and are hereby ratified as the Statutory Auditor of the Company to hold office from conclusion of this meeting till the conclusion of the AGM of the Company to be held in the year 2021 at such remuneration as may be determined by the Board of Directors of Company."

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	77,71,880	100% (i.e. 74.62 % of the total issued shares)

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Result: Approved by requisite majority

Item No. 4 – Appointment of Mr. Gaurav Agarwal as a Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Gaurav Agarwal (DIN:02531473) who was appointed as an Additional Director on 26th October 2017, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Darpan Sanghvi, Managing Director and Kruti Shah, Company Secretary of the Company be and are hereby severally authorised to file relevant forms with the Registrar of Companies, Pune and to do such other acts, deeds and things as may be considered necessary in this regard."

(i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	77,71,880	100% (i.e. 74.62 % of the total issued shares)

(ii) Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total Number of members(in person or by proxy)whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

Result: Approved by requisite majority**Thanking You,**

Place: Pune

Dated: 25th September 2018

For A. M. Antarkar & Co.
Company Secretaries
FCS # 3525
CP # 3022
Ajay M. Antarkar
Company Secretary
(C.P. No.: 3022 & FCS No.: 3525)