



Form MGT-13

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act 2013 and Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Cremica Agro Foods Limited

455, Sohan Palace, 2nd Floor,

The Mall Ludhiana, Ludhiana, Punjab 141001

Subject: Report on the resolution(s) passed through poll conducted at 30th Annual General Meeting ("AGM") and remote E-Voting of Cremica Agro Foods Limited held on 20th September, 2019 at 10:30 A.M at Regal Hall, Maharaja Regency, Aarti Chowk, Ferozpur Road, Ludhiana-141001.

Dear Sir,

I, **Sanchita Bhardwaj**, Partner on behalf of **GA and Associates, Company Secretaries LLP** has been appointed as the Scrutinizer by the Board of Directors of **Cremica Agro Foods Limited** vide resolution dated 12th August, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-Voting process held between 17th September, 2019, commenced from 9:00 A.M. to 19th September, 2019 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iii) Secretarial Standard-2 issued by ICSI.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 12th August, 2019, based on the reports generated from the e-Voting system provided by Link Intime India Pvt. Ltd, the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the AGM of the Company.

E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 13th September, 2019) as mentioned in the Notice and Publication in the newspaper.

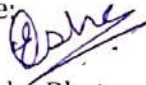
For GA & Associates Company Secretaries LLP

Chairman of the meeting

Partner

The e-votes casted were unblocked on Friday, 20th September, 2019 in the presence of 2 witnesses, Esha Bhatnagar & Abhishek Devgan, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:



Name: Esha Bhatnagar

Signature:



Name: Abhishek Devgan

On the basis of the data downloaded from official website of Link Intime India Pvt. Ltd for the purpose of e-Voting and the votes counted in the ballot process conducted at the AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

Item No. 1: Ordinary Resolution

Approval and Adoption of Audited Financial Statements as on 31st March, 2019 along with reports of the Board of Directors and Auditors thereon:

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
19	2211333	100

Note: Out of 19 members who voted, 02 members voted through e-voting and 17 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

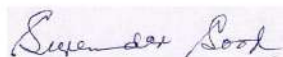
Number of members voted	Number of votes casted by them
0	0

Item No. 2: Ordinary Resolution

Appointment of Sh. Shantilal Sukalal Chaudhari (DIN: 02315224), as a Director of the Company, liable to retire by rotation:

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
19	2211333	100



Chairman of the meeting

For GA & Associates Company Secretaries LLP



Partner

Note: Out of 19 members who voted, 02 members voted through e-voting and 17 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

Item No. 3: Ordinary Resolution

Appointment of M/s. Anush Kaileshwar & Co., Chartered Accountants, Firm Registration No: 013077N, as Statutory Auditors of the Company.

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
19	2211333	100

Note: Out of 19 members who voted, 02 members voted through e-voting and 17 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

Item No. 4: Ordinary Resolution

Appointment of Ms. Samridhi Seth (DIN: 08532336) as an Independent Director of the Company.

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
19	2211333	100



Chairman of the meeting

For GA & Associates Company Secretaries LLP



Partner

Note: Out of 19 members who voted, 02 members voted through e-voting and 17 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

All the Resolutions stand passed under e-Voting and Ballot with the requisite majority.

The combined result of the votes (electronic and physical) is annexed as **Annexure** with this report.

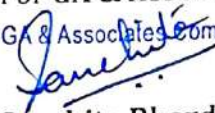
I further report that the Chairman or any other person as authorized may declare and confirm the above results of e-Voting as well as Ballot Process. The results of the e-Voting and voting at AGM shall be communicated to the stock exchange by the Company where its shares are presently listed.

I further report that Rule No. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant records relating to e-Voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.
Yours faithfully,

For GA & Associates Company Secretaries LLP
For GA & Associates Company Secretaries LLP

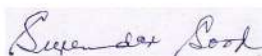

Sanchita Bhardwaj
(Partner)

Partner

COP No: 20701

Membership No: A43096

Date: 21.09.2019
Place: New Delhi



Chairman of the meeting



GA & ASSOCIATES

Company Secretaries LLP

Annexure

Combined Results of the Votes casted through remote e-Voting and Ballot papers:

Name of the Company	Cremica Agro Foods Limited
Date and Time of the AGM	20 th September, 2019, 10:30 A.M.
Total number of shareholders on record date (Cut-off date - 13 th September, 2019)	1449
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	16
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

- To receive, consider and adopt audited annual financial statements of the Company for the financial year ended on 31st March, 2019 including Audited Balance Sheet as on 31st March, 2019, the statement of Profit & Loss for the financial year ended on 31st March, 2019 along with the Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Auditors and Directors thereon:

Resolution Required: (Ordinary/Special)					Ordinary Resolution				
Whether promoter/ promoter group/ are interested in the agenda/ resolution:					No				
Category	Mode of voting	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	
		(1)	(2)	(3)= [(2)/(1)]*	(4)	(5)	(6)= [(4)/(2)]* 10	(7)= [(5)/(2)]* 10	
							For GA & Associates Company Secretaries LLP		

Sumit Singh

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Page No.

				100			0	0
Promoter and Promoter Group	E-Voting	2041632	0	0	0	0	0	0
	Poll		1987593	97.35	1987593	0	100	0
	Sub- Total		2041632	1987593	97.35	1987593	0	100
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Institutions Non	E-Voting	2453868	222060	9.05	222060	0	100	0
	Poll		1680	0.07	1680	0	100	0
	Sub- Total		2453868	223740	9.12	223740	0	100
TOTAL		4495500	2211333	49.19	2211333	0	100	0

*There are NIL invalid and abstained votes.

2. To appoint a Director in place of Sh. Shantilal Sukalal Chaudhari (DIN: 02315224), Director who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for re-appointment:

Resolution Required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group/ are interested in the agenda/ resolution:				No				
Category	Mode of voting	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2041632	0	0	0	0	0	0
	Poll		1987593	97.35	1987593	0	100	0
	Sub- Total		2041632	1987593	97.35	1987593	0	100
	E-Voting		0	0	0	0	0	0

For SA & Associates Company Secretaries LLP

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Part 11

Public- Institutions	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting		222060	9.05	222060	0	100	0
	Poll	2453868	1680	0.07	1680	0	100	0
	Sub- Total	2453868	223740	9.12	223740	0	100	0
TOTAL		4495500	2211333	49.19	2211333	0	100	100

*There are NIL invalid and abstained votes.

3. To appoint M/s. Anush Kaileshwar & Co., Chartered Accountants, Firm Registration No: 013077N, as Statutory Auditors of the Company:

Resolution Required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group/ are interested in the agenda/ resolution:				No				
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
		(1)	(2)		(4)	(5)		(7)=
Promoter and Promoter Group	E-Voting	2041632	0	0	0	0	0	0
	Poll		1987593	97.35	1987593	0	100	0
	Sub- Total	2041632	1987593	97.35	1987593	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting		222060	9.05	222060	0	100	0
	Poll	2453868	1680	0.07	1680	0	100	0
	Sub- Total	2453868	223740	9.12	223740	0	100	0
TOTAL		4495500	2211333	49.19	2211333	0	100	0

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For GA & Associates Company Secretaries

*There are NIL invalid and abstained votes.

4. To appoint Ms. Samridhi Seth (DIN: 08532336) as an Independent Director of the Company:

Resolution Required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group/ are interested in the agenda/ resolution:				No				
Category	Mode of voting	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2041632	0	0	0	0	0	0
	Poll		1987593	97.35	1987593	0	100	0
	Sub- Total	2041632	1987593	97.35	1987593	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Institutions Non	E-Voting		222060	9.05	222060	0	100	0
	Poll	2453868	1680	0.07	1680	0	100	0
	Sub- Total	2453868	223740	9.12	223740	0	100	0
TOTAL		4495500	2211333	49.19	2211333	0	100	0

For GA & Associates Company Secretaries LLP

Sunder Sood

[Signature]

Partner

CONCLUSION: All the ORDINARY RESOLUTIONS as per the Notice convening the Annual General Meeting have been CARRIED WITH REQUISITE MAJORITY.

For GA & Associates, Company Secretaries LLP

For GA & Associates Company Secretaries LLP



Sanchita Bhardwaj Partner

(Partner)

COP No: 20701

Membership No: A43096



Chairman

Date: 21.09.2019

Place: New Delhi