

Vegepro

Foods & Feeds Ltd.

VFFL/2014-15

01/01/2015

To,
The Bombay Stock Exchange
Phiroj Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

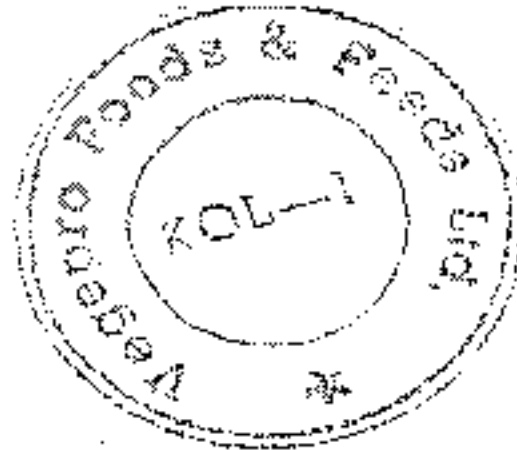
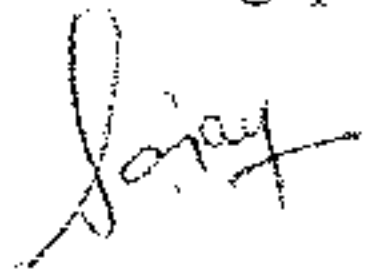
Dear Sir, Sub: Scrutinizer's Report with respect to the Resolution passed at the AGM

Please find attached the following reports issued by the Scrutinizer with respect to the Resolutions passed at the Annual General Meeting of the Company held on 31st December 2014 at the Registered Office of the Company: -

1. Scrutinizer's Report dated 29.12.2014 addressed to the Chairman in relation to the E-voting results.
2. Scrutinizer's Report dated 31.12.2014 addressed to the Chairman in relation to the results of E-voting and Poll combined together.
3. Scrutinizer's Report dated 31.12.2014 addressed to the Chairman in Form MGT -13 in relation to the results of Poll.

Thanking You,

Yours faithfully
For: Vegepro Foods & Feeds Ltd



SANJAY RAWKA
DIRECTOR

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Vegepro Foods & Feeds Limited**, a company incorporated under the Companies Act, 1956 having its registered office at A/2, Rahiya Industrial Estate, Kalpi Road, Orai, Dist:Jaluan – 285001, Uttar Pradesh (hereinafter referred to as the 'Company') on E-Voting conducted on matters as set forth in the notice dated December 8, 2014 for 26th Annual General Meeting of the Company to be held on 31st December 2014.

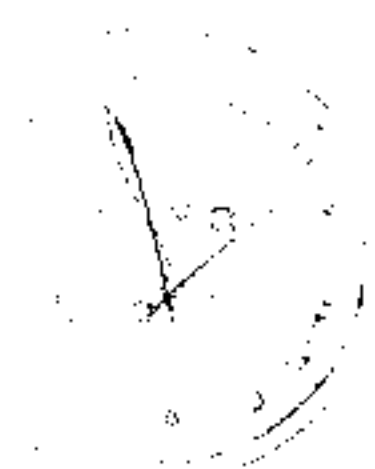
Dear Sir,

- Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 (ix) of the Companies (Management and Administration) Rules, 2014, I was appointed at the Scrutinizer on 13th November 2014 to the E-Voting process provided for matters as set forth in the notice dated 8th December, 2014.
- On the basis of the Register of Members and List of Beneficiary owner made available by the Depositories viz., National Securities Depositories Limited (NSDL) and Central Securities Depositories Limited (CDSL) as on December 05, 2014, the cut-off date for e voting, the Company completed the dispatch of the notices of E-Voting
 - By Registered Post to 24022 members on 9th December, 2014
- In terms of the said notice the E-voting was open between December 24, 2014 (10:00 a.m) to December 26, 2014 (6:00 p.m.) and members were required to cast their votes electronically conveying their assent/dissent in respect of the Ordinary Resolutions on E-voting platform provided by NSDL.
- As required by the Rules, I unblocked the E-Votes on 27.12.2014 on E-Voting platform provided by the NSDL after the completion of the E-Voting process on 26th December 2014 at 6 p.m in presence of two witnesses Mr. Rajesh Biyani and Mr. Navin Singhania.
- Based on the results made available to me by National Securities Depositories Limited (NSDL), I have annexed to the Report the results for each of the 6 resolution as set forth in the said notice.
- The results of the E-voting is as under :

Assent/Dissent	Number of members who voted through E-Voting system	Number of e-votes cast by them	% of total number of valid votes cast	Remark
Item No. 1 As Ordinary Resolution: Adoption of Profit & Loss Account, Balance Sheet and the Report of the Directors and Auditors thereon for the financial year ended 31st March 2014				
(i) Voted in favour of the Resolution	0	0	0	
(ii) Voted against the	0	0	0	



resolution				
Total	0	0	0	
(iii) Invalid Votes	0	0	0	
Item No. 2 As Ordinary Resolution: Re-appointment of Auditors and fixation of their remuneration				
(i) Voted in favour of the Resolution	0	0	0	
(ii) Voted against the resolution	0	0	0	
Total	0	0	0	
(iii) Invalid Votes	0	0	0	
Item No. 3 As Ordinary Resolution: change in Terms of Appointment of the Chairman & Managing Director Mr. Shyam Sunder Sharma from Director not liable to retire by rotation to Director liable to retire by rotation				
(i) Voted in favour of the Resolution	0	0	0	
(ii) Voted against the resolution	0	0	0	
Total	0	0	0	
(iii) Invalid Votes	0	0	0	
Item No. 4 As Ordinary Resolution: Reappointment of Mr. Mahesh Kumar Gupta as Independent Director				
(i) Voted in favour of the Resolution	0	0	0	
(ii) Voted against the resolution	0	0	0	
Total	0	0	0	
(iii) Invalid Votes	0	0	0	
Item No. 5 As Ordinary Resolution: Reappointment of Mr. Gopal Daga as Independent Director				
(i) Voted in favour of the Resolution	0	0	0	
(ii) Voted against the resolution	0	0	0	
Total	0	0	0	
(iii) Invalid Votes	0	0	0	
Item No. 6 As Ordinary Resolution: Reappointment of Mr. Sanjay Rawka as Independent Director				
(i) Voted in favour of the	0	0	0	



Resolution				
(ii) Voted against the resolution	0	0	0	
Total	0	0	0	
(iii) Invalid Votes	0	0	0	

Thanking You,

Yours faithfully




Ashis Toshniwal
Practicing Chartered Accountant
Membership No. 058521

Date: 29.12.2014
Kolkata

REPORT OF SCRUTINIZER – COMBINED
(ON E-VOTING & POLL)

Date: 31st December, 2014

To
The Chairman
Vegepro Foods and Feeds Ltd
A/2, Rahiya Industrial Estate
Kalpi Road, Orai
Dist: Jalaun -285 001, Uttar Pradesh

Ref: Annual General Meeting of the members of M/s. Vegepro Foods and Feeds Limited held on
Wednesday, 31st December 2014 at 10.00 A.M.

Dear Sir,

I, Ashis Toshniwal, Practising Chartered Accountant has been appointed as the Scrutinizer by:

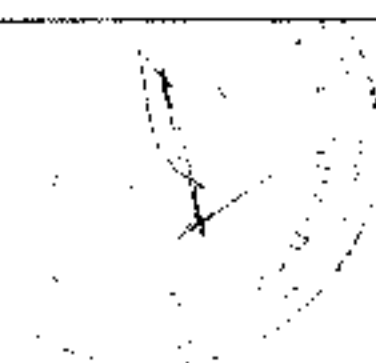
- The Board of Directors of M/s Vegepro Foods & Feeds Limited vide resolution dated 13th November, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, to conduct the electronic voting process held between 24th December 2014 at 10:00 a.m. to 26th December 2014 at 6:00 p.m.
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 26th AGM of the members of the company held on Wednesday, December 31, 2014 at its Registered office at A/2, Rahiya Industrial Estate, Kalpi Road, Orai, Dist: Jalaun – 285001, Uttar Pradesh at 10:00 a.m.

The Company has availed Poll facility from M/s. CB Management Services Private Limited (Registrars & Transfer Agent) for enabling the shareholders/proxies to vote at the AGM Venue.

Based on the report furnished by M/s. CB Management Services Pvt. Ltd. Limited on the Poll conducted at the AGM Venue and based on the data downloaded from the official website of the National Securities Depository Limited for the E-Voting process, I now submit combined report (E-Voting and Poll) as under:



Assent /Dissent	Number of members voted in E-voting	Number of e-votes cast by them	Number of members/proxies voted - Poll	Number of votes cast- Poll them	Total No. of votes cast through e-voting and Poll	% of total number of valid votes cast
Item No.1: As Ordinary Resolution, Adoption of Statement of Profit & Loss, Balance Sheet, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.						
(i) Voted in favour of the resolution	0	0	10	13568543	13568543	100
(ii) Voted against the resolution	0	0	0	0	0	0
Total	0	0	10	13568543	13568543	100
(iii) Invalid Votes:	0	0	0	0	0	0
The Resolution has been passed unanimously						
Item No.2: As ordinary Resolution: Re-appointment of Auditors and fixation of their Remuneration.						
(i)Voted in favour of the resolution	0	0	10	13568543	13568543	100
(ii) Voted against the resolution	0	0	0	0	0	0
Total	0	0	10	13568543	13568543	100
(iii) Invalid Votes:	0	0	0	0	0	0
The Resolution has been passed unanimously						
Item No.3: As ordinary Resolution Change in terms of appointment of the Chairman and managing director Mr. Shyam Sundar Sharma from director not liable to retire by rotation to director liable to retire by rotation .						
(i)Voted in favour of the resolution	0	0	10	13568543	13568543	100
(ii) Voted against the Resolution	0	0	0	0	0	0
Total	0	0	10	13568543	13568543	100
(iii) Invalid Votes:	0	0	0	0	0	0
The Resolution has been passed unanimously.						
Item No.4: As ordinary Resolution Re-appointment of Mr. Mahesh Kumar Gupta as independent Director.						
(i)Voted in favour of the resolution	0	0	10	13568543	13568543	100
(ii) Voted against the resolution	0	0	0	0	0	0
Total	0	0	10	13568543	13568543	100
(iii) Invalid Votes:	0	0	0	0	0	0
The Resolution has been passed unanimously.						



Item No.5: As ordinary Resolution Re-appointment of Mr. Gopal Daga as independent Director.

(i)Voted in favour of the resolution	0	0	10	13568543	13568543	100
(ii) Voted against the resolution	0	0	0	0	0	0
Total	0	0	10	13568543	13568543	100
(iii) Invalid Votes:	0	0	0	0	0	0

The Resolution has been passed unanimously.

Item No.6: As ordinary Resolution Re-appointment of Mr. Sanjay Rawka as independent Director.

(i)Voted in favour of the resolution	0	0	10	13568543	13568543	100
(ii) Voted against the resolution	0	0	0	0	0	0
Total	0	0	10	13568543	13568543	100
(iii) Invalid Votes:	0	0	0	0	0	0

The Resolution has been passed unanimously.

Thanking You,
Yours faithfully,



(ASHIS TOSHNIWAL)
Practising Chartered Accountant
M. No. 058521



Date: 31.12.2014

Place: Kolkata

Form No. MGT – 13

Report of the Scrutinizer

[Pursuant to section 109 of the companies Act, 2013 and rule 21(2) of the Companies
(Management & Administration) Rules , 2014]

Date: 31st December, 2014

To

The Chairman

Vegepro Foods and Feeds Ltd

A/2, Rahiya Industrial Estate

Kalpi Road, Orai

Dist: Jalaun -285 001, Uttar Pradesh

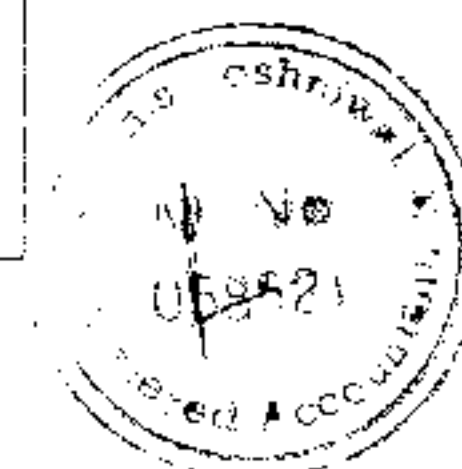
Dear Sir,

Sub: Scrutinizer's Report on Poll conducted pursuant to the provision of section 109 of the Companies Act, 2013 read with Rules 21(2) of the Companies (Management & Administration) Rules, 2014.

I, Ashis Toshniwal, Practicing Chartered Accountant, appointed as Scrutinizer by the Chairman of the meeting for the purpose of the poll taken on the below mentioned resolution(s), at the Twenty Sixth Annual General meeting ("AGM") of the Equity Shareholders of Vegepro Foods and Feeds Limited, held on Wednesday, the 31st December 2014 at 10: 00 am at the Registered Office of the Company . 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/Registrar and Transfer Agent of the company and the authorization/proxies lodged with the company.
3. I did not find any poll papers invalid.
4. The result of poll is as under :

Assent /Dissent	Number of members/proxies voted - Poll	Number of votes cast by them	% of total number of valid votes cast	Remark
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Item No.1: As Ordinary Resolution, Adoption of Statement of Profit & Loss, Balance Sheet, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

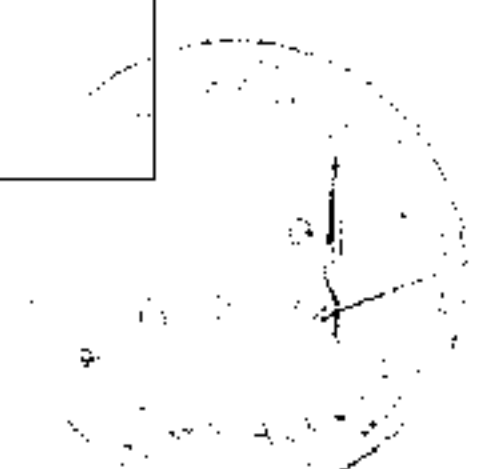
(i) Voted in favour of the resolution	10	13568543	100	
(ii) Voted against the resolution	0	0	0	
Total	10	13568543	100	
(iii) Invalid Votes	0	0	0	

Item No.2: As ordinary Resolution: Re-appointment of Auditors and fixation of their Remuneration.

(i) Voted in favour of the resolution	10	13568543	100	
(ii) Voted against the resolution	0	0	0	
Total	10	13568543	100	
(iii) Invalid Votes:	0	0	0	

Item No.3: As ordinary Resolution Change in terms of appointment of the Chairman and managing director Mr. Shyam Sundar Sharma from director not liable to retire by rotation to director liable to retire by rotation .

(i) Voted in favour of the resolution	10	13568543	100	
(ii) Voted against the resolution	0	0	0	
Total	10	13568543	100	
(iii) Invalid Votes:	0	0	0	



Item No.4: As ordinary Resolution Re-appointment of Mr. Mahesh Kumar Gupta as independent Director.

(i) Voted in favour of the resolution	10	13568543	100	
(ii) Voted against the resolution	0	0	0	
Total	10	13568543	100	
(iii) Invalid Votes:	0	0	0	

Item No.5: As ordinary Resolution Re-appointment of Mr. Gopal Daga as independent Director.

(i) Voted in favour of the resolution	10	13568543	100	
(ii) Voted against the resolution	0	0	0	
Total	10	13568543	100	
(iii) Invalid Votes:	0	0	0	

Item No.6: As ordinary Resolution Re-appointment of Mr. Sanjay Rawka as independent Director.

(i) Voted in favour of the resolution	10	13568543	100	
(ii) Voted against the resolution	0	0	0	
Total	10	13568543	100	
(iii) Invalid Votes:	0	0	0	



5. The poll papers and all other relevant records were sealed and handed over to the person authorized by the Board of Directors for safe Keeping.

Thanking You ,

Your faithfully ,



(ASHIS TOSHNIWAL)

Practicing Chartered Accountant

M. No. 058521

Date: 31.12.2014

Place: Kolkata