



**A. K. NANDWANI & ASSOCIATES**  
Company Secretaries

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Dated: 3<sup>rd</sup> October, 2016

The Chairman  
Mr. Prem Prakash  
Dr. M. Soy Proteins Limited  
25/12A, Gali No. 8, Anand Parbat,  
New Rohtak Road, New Delhi-110005

Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the Meeting" in respect of the resolutions contained in the notice of the 30<sup>th</sup> Annual General Meeting of Dr. M Soy Proteins Limited held on 30<sup>th</sup> September, 2016.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report dated 3<sup>rd</sup> October, 2016 on the "Remote E-Voting" and "Voting through Ballot at the meeting" in respect of the 30<sup>th</sup> Annual General Meeting of M/s Dr. M Soy Proteins Limited held on 30<sup>th</sup> September, 2016.

Thanking You  
Yours Sincerely  
For A. K. Nandwani & Associates  
Company Secretaries

*Kavita*

Kavita  
Partner  
ACS- 29535  
CP- 10641



Encl.: As above



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**Scrutinizers' Report**  
(e-voting Process)

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of  
Companies (Management & Administration) Rules, 2014)

**Dated: 3<sup>rd</sup> October, 2016**

**The Chairman**  
**Mr. Prem Prakash**  
**Dr. M. Soy Proteins Limited**  
**25/12A, Gali No. 8, Anand Parbat,**  
**New Rohtak Road, New Delhi-110005**

**Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through ballot at the Meeting" in respect of the resolutions contained in the notice of the 30<sup>th</sup> Annual General Meeting of Dr. M Soy Proteins Limited held on 30<sup>th</sup> September, 2016.**

Dear Sir,

I, Kavita, Partner of M/s. A.K. Nandwani & Associates, Company Secretaries in whole Time Practice, having office at 125-126, B.D. Chambers, 10/54, D.B. Gupta Road, Karol Bagh, New Delhi-110005, have been appointed as a scrutinizer of Dr. M Soy Proteins Limited (hereinafter referred to as 'the Company') to carry out the scrutiny of the Remote E-Voting and Voting through ballot at the 30<sup>th</sup> Annual General Meeting (hereinafter referred to as 'AGM' / 'said AGM'), for and in respect of all the Resolutions, as contained in the notice of the said AGM.

I have consented to act as Scrutinizer and have accepted the said appointment in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standards on General Meetings (SS-2). I have conducted the scrutiny of the aforesaid Remote E-Voting and Voting through Ballot at the said AGM, in respect of all the Proposed Resolutions contained in the Notice.



The management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Rules made there under relating to remote e-voting and physical ballot voting on the resolutions contained in the notice dated September 05, 2016 of the 30<sup>th</sup> AGM of the Members of the Company. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of AGM dated 30<sup>th</sup> September, 2016 based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM.

I hereby submit my consolidated scrutinizer's report on all resolutions contained in the notice of the said Annual General Meeting:

1. CDSL has provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special) sought to be transacted in the 30<sup>th</sup> AGM of the Company which was held on Friday, September 30, 2016.
2. The Shareholders holding shares as on the "cut off" date i.e. as on 23<sup>rd</sup> September, 2016, were entitled to vote on the proposed resolutions (item no. 1 to 5 as set out in the notice of Annual General Meeting.)
3. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Remote e-voting remained opened from 27<sup>th</sup> September, 2016, 9:00 A.M. to 29<sup>th</sup> September, 2016, 5:00 P.M.
4. At the end of the voting period on Thursday, September 29, 2016 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
5. At the venue of the 30<sup>th</sup> AGM of the Company held on September 30, 2016, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E- Voting to register their votes. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me.
6. After the voting at the AGM was concluded, the sealed ballot box was subsequently opened in my presence and of the two witnesses, Ms. Vrinda Bhattar and Ms. Neha Vijay and ballot papers were diligently scrutinized. The ballot papers were



reconciled with the records maintained by the Company and the Registrar and Transfer Agents with respect to the authorisations/proxies lodged with the Company.

7. The votes casted through Remote E- Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Neha Vijay and Mr. Vrinda Bhattar who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
8. The votes casted at the venue of the AGM through ballot paper were counted.
9. The details containing, inter alia, list of equity shareholders, who voted "for" or "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>).
10. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers in respect of each of the proposed resolution are as under:

#### ORDINARY BUSINESS:

##### Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ending 31<sup>st</sup> March 2016 together with the reports of Auditors and Directors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against resolution		Invalid/abstain Votes Nos.
Remote E-Voting	1240428	17.72	0	0	0
Physical Voting	1851899	26.45	0	0	0
<b>Total</b>	<b>3092327</b>	<b>44.17</b>			

##### Item No. 2

To appoint a Director in place of Ms. Ruchi Gupta (DIN 02448278), who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against resolution		Invalid/abstain Votes Nos.
Remote E-Voting	1240428	17.72	0	0	0
Physical Voting	1851899	26.45	0	0	0
<b>Total</b>	<b>3092327</b>	<b>44.17</b>			



**Item No. 3**

To ratify the appointment of M/s Punit Goel & Company, Chartered Accountants, as Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against resolution		Invalid/abstain Votes Nos.
Remote E-Voting	1240428	17.72	0	0	0
Physical Voting	1851899	26.45	0	0	0
<b>Total</b>	<b>3092327</b>	<b>44.17</b>			

**Item No. 4**

To re-appoint Mr. Prem Prakash (DIN 00289179) Managing Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against resolution		Invalid/abstain Votes Nos.
Remote E-Voting	1240428	17.72	0	0	0
Physical Voting	1215418	17.36	0	0	0
<b>Total</b>	<b>2455846</b>	<b>35.08</b>			

**Item No. 5**

To regularize the appointment of Pankaj Gupta (DIN 00289145) as Director

Manner of Voting	Votes in favour of the resolution		Votes against resolution		Invalid/abstain Votes Nos.
Remote E-Voting	1240428	17.72	0	0	0
Physical Voting	1790305	25.58	0	0	0
<b>Total</b>	<b>3030733</b>	<b>43.29</b>			

All the resolutions proposed in the 30<sup>th</sup> AGM Notice dated September 05, 2016 as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority.



I hereby confirm that, I am maintaining the Register/records received from the service Provider electronically, in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Ballot Papers by the members of the company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Authorised person of the Company for safe keeping, after the Chairman signs the Minutes of the 30<sup>th</sup> AGM.

**For A. K. Nandwani & Associates  
Company Secretaries**

*Kavita*  
**Kavita  
Partner  
ACS- 29535  
CP- 10641**



**Date: 03.10.2016  
Place: New Delhi**