



SUNRISE SOYA PRODUCTS LIMITED

Regd. Office : 555, Double Storey, New Rajinder Nagar, New Delhi - 110060

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Website : www.sunrisesoya.in

E-mail : sunrisesoya1985@gmail.com
CIN : L01111DL1985PLCO21270

Date: 14th September, 2015

To,

**The Head-Listing & Compliances
Metropolitan Stock Exchange of India Limited
Exchange Square,
Suren Road, Chakala,
Andheri (East), Mumbai-400093**

Sub- Report of Scrutinizer as per Clause 35 B of Listing Agreement for the financial year 2014-15

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Report of Scrutinizer as per Clause 35 B of Listing Agreement for the financial year 2014-15.

You are requested to take the above on your records and acknowledge the same.

Thanking You,

Regards,

For Sunrise Soya Products Limited

**Babita Jain
(Managing Director)
Din. 00560562**

Report of Scrutinizer

(Consolidated result of voting)

(Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Sunrise Soya Products Limited
555, Double Storey,
New Rajinder Nagar,
New Delhi-110060.

Sir,

I, Astik Mani Tripathi, Proprietor, Astik Tripathi & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 30th Annual General Meeting of the Shareholders of “**Sunrise Soya Products Limited**” to be held on Friday, 11th September, 2015 at 04.00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, First Floor, Karol Bagh, Delhi-110005 for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per clause 35B, of the listing Agreement and the provisions of the Companies Act, 2013 and Rule of Companies (Management and Administration) Rules, 2015 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on 07, September, 2015 up to 05.00 P.M. on 10, September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 14th August, 2015 who were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the Annual General Meeting of **Sunrise Soya Products Limited** (Item Number 1(one) to 7 (Seven) of the Annual General Meeting of Sunrise Soya Products Limited).
3. The votes were unblocked on 11th September, 2015 around 5.00 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted “For” and “Against”, were downloaded from E voting website of National Securities Depository (India) Limited <https://www.evotingindia.com/homepage.jsp>
5. The result of the poll and E-voting is as under;

Item No. 1- Adoption of Accounts

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Report of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	18	1,73,050	1,72,100	100
Total	26	2,08,150	2,07,200	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	35,100	0	100
E- Voting	4	1,73,050	950	100
Total	4	2,08,150	950	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2- Re-appointment of Director by Rotation

To appoint a Director in place of Mr. Virendra Jain, who retire by rotation and being eligible offers himself for re-appointment

Astik Tripathi & Associates
Company Secretaries

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	18	1,73,050	1,72,100	100
Total	26	2,08,150	2,07,200	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	35,100	0	100
E- Voting	4	1,73,050	950	100
Total	4	2,08,150	950	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3- Appointment of Auditor.

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

Astik Tripathi & Associates

Company Secretaries

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s Sanjeev Gaurav & Associates., Chartered Accountants (Firm Registration No. 09112N), be and is hereby appointed as auditors of the Company in Place of Mr. Sumit Arora, Chartered Accountants to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the 35th AGM of the Company, at such remuneration plus service tax, out- of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	17	1,73,050	1,71,900	100
Total	25	2,08,150	2,07,000	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	35,100	0	100
E- Voting	5	1,73,050	1,150	100
Total	5	2,08,150	1,150	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4. To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Ordinary Resolution:**

Astik Tripathi & Associates

Company Secretaries

"RESOLVED THAT, pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with schedule IV to the act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the rules'), including any statutory modifications or any amendment or any substitution or any re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Anil (DIN:07041162), who was appointed as an Additional Director by the Board with effect from 15th December, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	17	1,73,050	1,71,900	100
Total	25	2,08,150	2,07,000	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	35,100	0	100
E- Voting	5	1,73,050	1,150	100
Total	5	2,08,150	1,150	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 5. To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, be and hereby accorded to the appointment of Ms. Babita Jain (DIN:00560562) as Managing Director of the Company for a period of 5 years from 1st April, 2015 to 31st March,2020, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and I hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	17	1,73,050	1,71,900	100
Total	25	2,08,150	2,07,000	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	35,100	0	100
E- Voting	5	1,73,050	1,150	100
Total	5	2,08,150	1,150	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 6. Adoption of new set of Article of Association

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 5,14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulation contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	17	1,73,050	1,71,900	100
Total	25	2,08,150	2,07,000	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	35,100	0	100
E- Voting	5	1,73,050	1,150	100

Astik Tripathi & Associates
Company Secretaries

Total	5	2,08,150	1,150	
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(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7. Adoption of new name of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions(s) as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section-13 of the Companies Act, 2013 (corresponding to section 21 of the Companies Act, 1956) and other applicable provisions if any, and subject to the approval of the Central Government, the name of the Company be changed from SUNRISE SOYA PRODUCTS LIMITED to INDIA STUFFYARN LIMITED & the name SUNRISE SOYA PRODUCTS LIMITED, wherever it appears in the Memorandum of Association, Articles of Association, documents etc be substituted by the new name INDIA STUFFYARN LIMITED.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	8	35,100	35,100	100
E- Voting	17	1,73,050	1,71,900	100
Total	25	2,08,150	2,07,000	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
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Astik Tripathi & Associates
Company Secretaries

Poll	0	35,100	0	100
E- Voting	5	1,73,050	1,150	100
Total	5	2,08,150	1,150	

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,

Yours faithfully

Astik Mani Tripathi


Astik Mani Tripathi
CP No. 10384
Place- Delhi
Date- 11th September, 2015