

Corporate Office

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CIN No. L99999MH1976PLC019331

26th September, 2017

To,
Department of Corporate Service (DCS-CRD), **BSE Limited**Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Sub: Submission of Scrutinizers Report of Sunil Industries Limited

Ref: Scrip Code 521232

Dear Sir,

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find attached herewith Scrutinizer's Report received from Mr. Hemant Shetye Partner of M/s HS Associates, Practicing Company Secretaries stating the results of the votes casted for the 41st Annual General Meeting of the Company held on 26th September, 2017 at 11.00 am

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For Sunil Industries Limited

Vinod Lath

Managing Director & Chairman

DIN: 00064774

Encl.: As above





COMPANY SECRETARY

206, 2nd Floor, Tantia Jogani Industrial Estate, J. R. Boricha Marg. Opp. Lodha Excelus. Lower Parel (E), Mumbai - 400 011. Tel: 022 23088998/23008998/40026600/40061100 Email: hs@hsassociates.net www.hsassociates.net

SCRUTINIZER'S REPORT -COMBINED

Date: 26th September, 2017

To, The Chairman, **Sunil Industries Limited** D 8 MIDC Phase II Manpada Road, Dombivli (East), Thane,- 421021.

Sub.: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Sunil Industries Limited held on Tuesday, the 26th day of September, 2017 at D 8 MIDC Phase II manpada Road, Dombivli (East), Thane, - 421021 at 11.00 am.

Dear Sir,

I Mr. Hemant Shetye Partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Sunil Industries Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at 41st Annual General Meeting of the Company held on Tuesday, the 26th day of September, 2017 at D 8 MIDC Phase II Manpada Road, Dombivli (East), Thane,-421021 at 11.00 am

The voting rights were reckoned as on Tuesday, 19th September, 2017 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Saturday, the 23rd September, 2017 (9.00 a.m. IST) to Monday, the 25th September, 2017 (5.00 p.m. IST) at the said Annual General Meeting held on Tuesday, the 26th day of September, 2017

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through

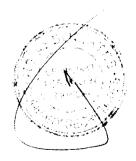
Physical ballot forms received up to Monday, the 25^{th} September, 2017 till 5.00 p.m were considered.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to remote E-voting on the resolutions contained in the notice of the Annual General Meeting, my responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the total votes cast, votes in favour and against including invalid votes (if any) on resolutions contained in the notice of AGM based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) and based on voting conducted at the annual general meeting.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

Date of the AGM	26 TH September, 2017
Total number of shareholders on record date	6597
No. of shareholders present in the meeting either in person or through proxy:	32
Promoters and Promoter Group:	17
Public:	15
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	Not Applicable
Public:	



Item No. 1: To receive, consider and adopt the Audited Balance Sheet as at 31stMarch 2017, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon

Resolutionreq Whetherprom	Resolutionrequired:(Ordinary/Special) Whetherpromoter/promotergrouparei	ecial)				Ordina	Ordinary Resolution	Ordinary Resolution
Whetherprometheresolution?	Whetherpromoter/promotergroupareinterestedin theresolution?	pareinterestedin					NO	NO
Category	Modeof Voting	No. of shares held	No. of votes polled	% of VotesPolled on outstanding shares	No. of	ofVotes- avour	Votes- votes- our against	es-
		(1)	(2)	(3)=[(2)/(1)]*100	<u>ن</u>	(4)	θ) (5)	
Promoter	E-Voting		2043300	83.30		2043300	2043300 Nil	
and	Poll#	2453000	Nil	Nil		Nii	Nil Nil	
Promoter	Postal Ballot		AN	NA		NA	NA NA	
dronb	Total		2043300	83.30	2	2043300	043300 Nil	
<u> </u>	E-Voting	I	Nil	Nil		Nil	Nil	
Public-	Poll#	19200	Nil	Nil		Nil	Nil Nil	
SHOTHINGHE	Postal Ballot		NA	NA		NA	NA NA	
	Fotal		Nil	Nil		Nii		
Public-	E-Voting		57000	3.30		57000		
Non	Poll #	1727800 **	4100	0.24		4100		Nil 1
Institution s	Postal Ballot		NA	NA		NA	NA NA	NA
	Total	4200000	2104400	50.10	2	2104400		

^{**} includes 8300 partly paid up Shares. # since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll.

Thus based on the Results, the Ordinary Resolution as contained in Item No. 1 is passed unanimously



Item No. 2:To appoint Mr. Ramesh Khanna, Whole Time Director (holding DINin 00130351) who retires by rotation being eligible offers himself for reappointment as Director

Resolutionreq	Resolutionrequired:(Ordinary/Special)	ecial)			Ordina	Ordinary Resolution	
Whetherprometheresolution?	Whetherpromoter/promotergroupareinterestedin theresolution?	pareinterestedin				ON	
Category	Modeof Voting	No. of shares held	No. of votes polled	% of VotesPolled on outstanding shares	No. ofVotes- infavour	No.of Votes- against	% of Votes in favouronvotes polled
		(1)	(2)	(3)=[(2)/(1) *100	(4)	(5)	$\begin{array}{c c} (6)=[(4)/(2)]*1 & (7)=[(5)/(2)]*10 \\ 0 & 0 \end{array}$
Promoter	E-Voting		2043300	83.30	2043300	Nil	100%
and	Poll#	2453000	Nil	Nil	liN	Nil	NA
Promoter	Postal Ballot		NA	AN	NA	NA	NA
Group	Total		2043300	83.30	2043300	Nii	100%
	E-Voting		Nil	Nii	Nil	Nii	Nil
Public-	Poll#	19200	Nil	Nil	Nil	Nil	Nil
Institutions	Postal Ballot		NA	NA	AN	NA	AN
	Total		Z	Nil	Nil	Nil	Nil
Dirklic	E-Voting		57000	3.30	57000	Nil	100%
Non-	Poll#	1727800 **	4100	0.24	4100	Nil	100%
Institution s	Postal Ballot		NA	NA	NA	NA	NA
inscience on 5	Total		61100	3.54	61100	Z.	100%
	Total	4200000	2104400	50.10	2104400	Nii	100%

[#] since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll.
** includes 8300 partly paid up Shares.

Thus based on the Results, the Ordinary Resolution as contained in Item No. 2 is passed unanimously.

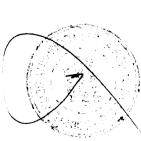


Item No. 3: To appoint M/S P R Agarwal &Awasthi, Chartered Accountants (FRN 117940W) as Statutory Auditors of the Company for a period of Five Years and to fix their remuneration

	A A A A A A A A A A A A A A A A A A A	Institution s	Non-	Dishlif		Institutions	Public-		Group	Promoter	and	Promoter		Category	Whetherprometheresolution?	Resolutionreq
Total	Total	Postal Ballot	Poll #	E-Voting	Total	Postal Ballot	Poll #	E-Voting	Total	Postal Ballot	Poll#	E-Voting		Modeof Voting	Whether promoter/promoter group are interested in the resolution?	Resolutionrequired:(Ordinary/Special)
4200000		1	1727800 **	L		L	19200	L		L	2453000	l	(1)	No. of shares held	pareinterestedin	ecial)
2104400	61100	NA	4100	57000	Nil	NA	Ni	Nii	2043300	NA	Nil	2043300	(2)	No. of votes polled		
50.10	3.54	NA	0.24	3.30	Nil	NA	Nil	Nil	83.30	NA	Nil	83.30	(3)=[(2)/(1) 1*100	% of VotesPolled on outstanding shares		
2104400	61100	NA	4100	57000	Nil	NA	Nil	Nil	2043300	NA	Nii	2043300	(4)	No. ofVotes- infavour		Ordina
Z	NII	NA	Nil	Nii	Nil	NA	Nil	Nil	Nil	NA	Nil	Nil	(5)	No.of Votes- against	NO	Ordinary Resolution
100%	100%	NA	100%	100%	Ni.	NA	Nil	Nil	100%	AN	AN	100%	(6)=[(4)/(2)]*1 00	% of Votes in favouronvotes polled		
Nil	Nil	NA	Nil	Nil	Nil	NA	Nil	Nil	Nii	NA	NA	Nil	(6)=[(4)/(2)]*1 (7)=[(5)/(2)]*10 00	% of Votes against onvotespolled		

since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll. ** includes 8300 partly paid up Shares.

Thus based on the Results, the Ordinary Resolution as contained in Item No. 3 is passed unanimously.



Item No. 4: Ratification of remuneration paid to M/s Shanker Chaudhary, Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18 for remuneration of Rs. 125000/- p.a plus taxes.

Resolutionrec	Resolutionrequired:(Ordinary/Special)	ecial)			Ordina	Ordinary Resolution	The state of the s	
Whetherprometheresolution?	Whetherpromoter/promotergroupareinterestedin theresolution?	pareinterestedin		To the state of th		ON		
Category	Modeof Voting	No. of shares held	No. of votes polled	% of VotesPolled on outstanding shares	No. ofVotes- infavour	No.of Votes- against	% of Votes in favouronvotes polled	% of Votes against onvotespolled
		(1)	(2)	(3)=[(2)/(1) 1*100	(4)	(5)	$\begin{array}{c c} (6)=[(4)/(2)]*1 & (7)=[(5)/(2)]*10 \\ 00 & 0 \end{array}$	(7)=[(5)/(2)
Promoter	E-Voting		2043300	83.30	2043300	Nii	100%	Nil
and	Poll#	2453000	Nil	Nil	Nil	N:	NA	AN
Promoter	Postal Ballot		AN	NA	NA	NA	NA	NA
dronb	Total		2043300	83.30	2043300	Nii	100%	liN
!	E-Voting	1	Nil	Nil	Nil	Nil	Nil	Nil
Public-	Poll#	19200	Z	Nil	Nil	Nil	NI	Nil
Suommusui	Postal Ballot	1	NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nii	Nii
Public-	E-Voting	1	57000	3.30	57000	Nil	100%	Nil
Non	Poll#	1727800 **	4100	0.24	4100	Nil	100%	Nil
Institution s	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		61100	3.54	61100	Nil	100%	Nii
	Total	4200000	2104400	50.10	2104400	Nil	100%	Nil

since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll. ** includes 8300 partly paid up Shares.

Thus based on the Results, the Ordinary Resolution as contained in Item No. 4 is passed unanimously.



Item No. 5: Approval of Related Party Transactions upto the Maximum Limits as specified with the related parties.

Whether promote in the resolution?	Whether promoter/promoter group are interested in the resolution?	oup are interested			Ordin	Ordinary Resolution YES	
Category	Modeof Voting	No. of shares held	No. of votes	% of VotesPolled on outstanding	No. of Votes- In favour	No.of Votes- against	% of Votes in % of Votes favouron votes against polled onvotespol
		(E)	(2)	(3)=[(2)/(1)	(4)	9	(6)=[(4)/(2)]*1
Promoter	E-Voting		Considered	1*100			00
and Promoter	Poll#	2453000	Invalid	Invalid	Considered Invalid	Considered Invalid	NA
Group	Postal Ballot		NA	NA	NA	NA	NA
	T CAN		NA	NA	NA	NA	N N
7	E-Voting		Nil	N;i	NEI	NA.	NA
Public-	Poll#	19200	Nil	TINI	Nil	Nii	Nil
institutions	Postal Ballot		NA	NI	Nil	Nil	N.
	Total		NA	NA	NA	NA	NA
	E-Voting		NII	NEI	II	Ni)	Nii
Public-	Poll #		5/000	3.30	57000	N _i i	100%
Non	Doctal Dallas	1727800 **	4100	0.24	4100	N:	1000/
Institution s	1011PG IPAGE		NA	NA	NA	NA	0,000
	Total		61100	354	61100	NA	NA
7	Total	4200000	61100	1 10	00110	Z	100%

[#] since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll.
** includes 8300 partly paid up Shares.

Promoters and Promoter Group being interested in Resolution No. 5 and having voted on the same, there votes are considered as invalid in totality.

Thus based on the Results, the Ordinary Resolution as contained in Item No. 5 is passed unanimously.



Item No. 6: Ratification of Appointment of Mr. Rajesh Tibrewal (DIN 00130509) as Independent Director of the Company for a period of Five years from 22nd August, 2017 to 21st August, 2022.

Resolutionre	Resolutionrequired:(Ordinary/Special)	ecial)			0rdin:	Ordinary Resolution		
Whetherprometheresolution?	Whetherpromoter/promotergroupareinterestedin theresolution?	pareinterestedin				ON		
Category	Modeof Voting	No. of shares held	No. of votes polled	% of VotesPolled on outstanding shares	No. ofVotes- infavour	No.of Votes- against	% of Votes in favouronvotes polled	% of Votes against onvotespolled
		(1)	(2)	(3)=[(2)/(1)	(4)	(5)	(6)=[(4)/(2)]*1 00	(6)=[(4)/(2)]*1 (7)=[(5)/(2)]*10
Promoter	E-Voting		2043300	83.30	2043300	Nil	100%	Nii
and	Poll#	2453000	Nil	Nil	Nil	Nil	NA	NA
Groun	Postal Ballot		NA	NA	NA	NA	NA	NA
, , , , , , , , , , , , , , , , , , ,	lotal		2043300	83.30	2043300	Nil	100%	Nii
Dishlip	E-Voting		Nil	Nil	Nil	Nii	Nil	Nil
Institutions	Poll #	19200	N _i	Nil	Nil	Nil	Nil	Nil
	Total		NA	NA	NA	NA	NA	NA
The state of the s	F-Voting		IIN	NII	Nii	Zii	Nil	Nii
Public-	Doll #		5/000	3.30	57000	Nii	100%	Nil
Non	Postal Ballat	1727800 **	4100	0.24	4100	Nii	100%	Nii
Institution s	L OSTAI DATIOL		NA	NA	NA	NA	NA	NA
	Total		61100	3.54	61100	Nil	100%	Nil
	I OGAI	4200000	2104400	50.10	2104400	Nil	100%	Nil

** includes 8300 partly paid up Shares. # since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll.

Thus based on the Results, the Ordinary Resolution as contained in Item No. 6 is passed unanimously.



Item No. 7: Approval of Service of Documents by Particular Mode of Delivery to the Shareholders

Whetherpron heresolution?	Whetherpromoter/promotergroupareinterestedint heresolution?	pareinterestedint			Ordin	Ordinary Resolution NO		
Category	Modeof Voting	No. of shares held	No. of votes polled	% of VotesPolled on outstanding	No. ofVotes- infavour	No.of Votes- against	% of Votes in % of Votes favouronvotes against polled onvotespo	% of Votes against onvotespolled
		Ξ	(2)	(3)=[(2)/(1)]	(4)	(5)	(6)=[(4)/(2)]*1 00	(6)=[(4)/(2)]*1 (7)=[(5)/(2)]*10 00
Promoter	E-Voting		2043300	83.30	2043300	Nii	100%	N.
and	Poll#	2453000	Nil	Nii	Nil	Nil	NA	NA
Promoter	Postal Ballot		NA	NA	NA	NA	NA	NA
Group	Total		2043300	83.30	2043300	Zi	100%	Zil
	E-Voting	i	Nil	Nil	Nil	Nil	Nil	Nii
Public-	Poll#	19200	NI	Nil	Nil	N:	Nii	Nil
Institutions	Postal Ballot	1	NA	NA	NA	NA	NA	NA
	Total	And the second s	NII	Nii	Nil	Nil	Nii	Nii
Public-	E-Voting	1	57000	3.30	57000	Nil	100%	Nil
Non	Poll#	1727800 **	4100	0.24	4100	Nil	100%	Nii
Institution s	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		61100	3.54	61100	Nil	100%	N.
	Total	4200000	2104400	50.10	2104400	Ni	100%	Zii

since there is no specific head for voting by Assent/Dissent mode through physical ballot form the same is disclosed under the head of Poll.
** includes 8300 partly paid up Shares.

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 7 is passed unanimously.

Date: 26th September, 2017 Place: Mumbai

Partner, FCS 2827 CP 1483

Hemant Shetye,

For HS Associates