



**OUR GUIDING ROTARY TEST :**

1. Is it the TRUTH ? | 2. Is it FAIR to all concerned ? | 3. Does it promote GOOD WILL and BETTER FRIENDSHIP? | 4. Will it be BENEFICIAL to all concerned ?

**Declaration of results of the voting on resolution(s) set out in the  
Notice of the 31<sup>st</sup> Annual General Meeting of the Company held through  
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 20<sup>th</sup> October, 2021**

The 31<sup>st</sup> Annual General Meeting of the Company was held on Wednesday the 20<sup>th</sup> day of October, 2021 at 10:30 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular dated 5<sup>th</sup> May 2020 read with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January 2021 issued by the SEBI, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 13<sup>th</sup> September, 2021.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 31<sup>st</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 31<sup>st</sup> Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 31<sup>st</sup> Annual General Meeting dated 20<sup>th</sup> October 2021 which has been attached hereto.

Based on the report of the Scrutinizer dated 20<sup>th</sup> October 2021, it is hereby declared that the Resolution(s) under Item No(s).1 & 2 set out in the Notice dated 13<sup>th</sup> September 2021, as detailed herein below, have been passed unanimously by the shareholders.

**Registered Office & Mailing Address :**

'SDF House', 7/352, NH Bypass Road,  
Chandranagar P.O., Palakkad, Kerala - 678 007. INDIA.  
Tel.: (0491) 2572629. Fax : (0491) 2572421.  
E-mail : sdfindustries@gmail.com  
CIN : L15511KL1990PLC005674

**Factory :**

SDF Industrial Complex, 5/128, Pampadi,  
Thiruvilwamala, Trichur Dist. Kerala - 680 597. INDIA.  
Tel.: (0488) 4282703, 704, 705. Telefax : (0488) 4282184.  
E-mail : sdffactory@gmail.com



### **Item No.1 – Ordinary Resolution**

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	18	36,95,600	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes			
- Assent	18	36,95,600	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

### **Item No.2 – Ordinary Resolution**

Re-appointment of Sri. Vinoo P. Stephen (DIN: 08876495) as a Director on retirement by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	18	36,95,600	100.00
(b) Less: Invalid votes	0	0	0.00
(c) Net Valid E-Votes			
- Assent	18	36,95,600	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

**For SDF INDUSTRIES LIMITED**



**K.V. VISWAMOHAN**  
(DIN: 00666339)

**CHAIRMAN & WHOLE TIME DIRECTOR**

**Date : 20<sup>th</sup> October, 2021**

**Place : Coimbatore**





**MDS & Associates**

Company Secretaries in Practice

**M.D.Selvaraj** M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING  
(Pursuant to Section(s) 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

To

The Chairman

31<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. SDF INDUSTRIES LIMITED**

(CIN: L15511KL1990PLC005674)

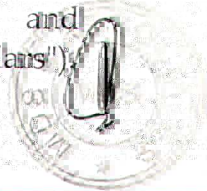
Held on Wednesday, 20<sup>th</sup> October, 2021, at 10:30 AM

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 31<sup>st</sup> Annual General Meeting of M/s. SDF Industries Limited held on 20<sup>th</sup> October, 2021**

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. SDF Industries Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 31<sup>st</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the AGM on the resolution(s) as set out in the Notice convening the 31<sup>st</sup> Annual General Meeting of the Company held on Wednesday, 20<sup>th</sup> October, 2021, at 10:30 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular dated 5<sup>th</sup> May 2020 read with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 13<sup>th</sup> January 2021 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 ("SEBI Circulars").





**Responsibility of the Management**

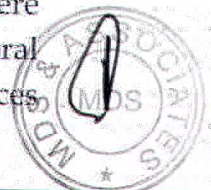
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 31<sup>st</sup> Annual General Meeting dated 13<sup>th</sup> September, 2021.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 31<sup>st</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 and Item No. 2 in the Notice convening the 31<sup>st</sup> Annual General Meeting of the Company dated 13<sup>th</sup> September, 2021, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ("CDSL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, in addition to the above, I submit my report as under:

- a. The Notice dated 13<sup>th</sup> September, 2021 convening the 31<sup>st</sup> Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 31<sup>st</sup> Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agents viz. M/s. Link Intime India Private Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA and SEBI Circulars. The Company has also placed the notice of the 31<sup>st</sup> Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. Central Depository Services (India) Limited ("CDSL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Saturday, the 16<sup>th</sup> day of October, 2021 at 9:00 AM and ended on Tuesday, the 19<sup>th</sup> day of October, 2021 at 5:00 PM. During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. 13<sup>th</sup> October 2021 were entitled to vote on the resolutions set out in the Notice of the 31<sup>st</sup> Annual General Meeting. The remote e-voting module of M/s. Central Depository Services



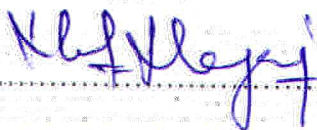


(India) Limited ("CDSL") was disabled on Monday, the 19<sup>th</sup> day of December, 2020 at 05:00 PM.

- d. Upon the commencement of the 31<sup>st</sup> Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 31<sup>st</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 31<sup>st</sup> Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 11.12 AM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 20<sup>th</sup> day of October, 2021 at 11.30 AM in the presence of Ms. Monika Nagaraj (the undersigned as Witness No.1) and Mr.P B Sheshanth (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1

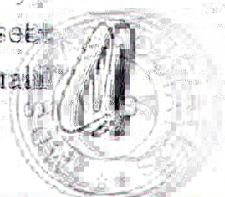
Witness No.2



Name: Ms. Monika Nagaraj

Name: Mr. P B Sheshanth

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the M/s. Central Depository Services (India) Limited ("CDSL").
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers, in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of M/s. Central Depository Services (India) Limited ("CDSL"), I hereby submitting Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) set out under Item No.1 and Item No.2 in the Notice convening the 31<sup>st</sup> Annual General Meeting as under:





Ordinary Business

Resolution No: 1

**Ordinary resolution**

Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	36,83,300	99.67
E-Voting at AGM	3	12,300	0.33
<b>Total Voting</b>	<b>18</b>	<b>36,95,600</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed unanimously.



**Ordinary Business**

**Resolution No: 2**

**Ordinary resolution**

Re-appointment of Sri. Vinoo P. Stephen (DIN: 08876495) as a Director on retirement by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	36883000	99.67
E-Voting at AGM	3	12300	0.33
Total Voting	18	36957000	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total Voting	0	0	0.00

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed unanimously.

Place : Coimbatore

Date : 20<sup>th</sup> October 2021

Based on the Scrutinizer's Report, the Resolution Nos.1 & 2 have been passed unanimously.

For SDI INDUSTRIES LIMITED

K.V. VISWANATHAN  
(DIN: 09666339)

CHAIRMAN & WHOLE TIME DIRECTOR

Yours faithfully,  
**MDS & ASSOCIATES**  
Prop. MD. SHEVARAJ MOHAMMED,  
COMPANY SECRETARY IN PRACTICE  
FOS-0601, CP-4411  
SURVA 35, MAYFLOWER AVENUE  
SOUTH BEND, INDIANA 46708-1289