

# aries agro limited

F. NSE/QPA/5081  
26<sup>th</sup> September, 2014

Listing Department  
National Stock Exchange of India Ltd.  
'Exchange Plaza'  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai – 400 051.

Fax No. **26598237/38, 26598347/48**

Ref: **Scrip Code- ARIES**

Sub: **Voting Results of the Annual General Meeting held on 26.09.2014**

Dear Sir,

As required by clause 35A of the Listing Agreement, enclosed herewith please find the Voting Results of the 44<sup>th</sup> Annual General Meeting of the Company held on Friday, 26<sup>th</sup> September, 2014 together with the copy of the Scrutinizer's Report of the eVoting & the Poll of the 44<sup>th</sup> Annual General Meeting of the Company.

Kindly take the same on your records.

Thanking You,

Yours faithfully,  
For **ARIES AGRO LIMITED**



**KAISER P. ANSARI**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**ARIES AGRO LIMITED**

Date of the AGM:	26 <sup>th</sup> September, 2014						
Total number of shareholders on record date:	8,119						
No. of shareholders present in the meeting either in person or through proxy:	51						
Promoters and Promoter Group:	3						
Public:	48						
No. of Shareholders attended the meeting through Video Conferencing:	NIL						
Promoters and Promoter Group:	NIL						
Public:	NIL						
<i>In case of Poll/Postal ballot/E-voting:</i>							
<b>(Agenda-wise)</b>							
<b>Item No. 1</b>							
Details of the Agenda:	Approval of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014 and Statement of Profit and Loss for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.						
Resolution required:	Ordinary						
Mode of voting:	Poll & eVoting						
Voting Result :	As in the Table below:						
<i>In case of Poll/Postal ballot/E-voting:</i>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	-
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%	-
Public-Others	5196111	34183	0.66%	34183	-	100.00%	-
Total	13004339	7833673	60.24%	7833673		100.00%	
<b>Item No. 2</b>							
Details of the Agenda:	To declare Dividend for the Financial Year ended 31.03.2014.						
Resolution required:	Ordinary						
Mode of voting:	Poll & eVoting						

For ARIES AGRO LIMITED

  
Dr. Jignay Mirchandani  
Chairman & Managing Director

For ARIES AGRO LIMITED

  
KAISER P. ANSARI  
COMPANY SECRETARY

Voting Result :				As in the Table below:				
<i>In case of Poll/Postal ballot/E-voting:</i>								
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again on votes polled	
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
	(1)	(2)			(5)			
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%		
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%		
Public-Others	5196111	34183	0.66%	34183	-	100.00%		
Total	13004339	7833673	60.24%	7833673	-	100.00%		

**Item No. 3**

Details of the Agenda:

To appoint a Director in place of Dr. Rahul Mirchandani who retires by rotation and being eligible offers himself for re-appointment.

Resolution required:

Ordinary

Mode of voting:

Poll & eVoting

Voting Result :

As in the Table below:

*In case of Poll/Postal ballot/E-voting:*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again on votes polled
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%	
Public-Others	5196111	34183	0.66%	34067	116	99.66%	0.34%
Total	13004339	7833673	60.24%	7833557	116	99.99%	0.0

For ARIES AGRO LIMITED


Dr. Jimmy Mirchandani  
Chairman & Managing Director


For ARIES AGRO LIMITED

KAISER B ANSARI  
COMPANY SECRETARY

<b>Item No. 4</b>								
Details of the Agenda:				To Appoint M/s. Kirti D. Shah & Associates, Charter Accountants, Mumbai, (Membership No. 32371 as Auditors the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty Seventh AG at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.				
Resolution required:				Ordinary				
Mode of voting:				Poll & eVoting				
Voting Result :				As in the Table below:				
<i>In case of Poll/Postal ballot/E-voting:</i>								
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
	(1)	(2)			(5)			
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%		
Public – Institutional holders	950302	941564	99.08%	-	941564	-	100.00%	
Public-Others	5196111	34183	0.66%	34133	50	99.85%	0.15%	
Total	13004339	7833673	60.24%	6892059	941614	87.98%	12.02%	

<b>Item No. 5</b>								
Details of the Agenda:				To appoint Mrs. Nitya Mirchandani (DIN: 06882384), who was appointed by the Board of Directors as an Additional Director with effect from 30th May, 2014, as a Director of the Company whose office shall be liable to retirement by rotation.				
Resolution required:				Ordinary				
Mode of voting:				Poll & eVoting				
Voting Result :				As in the Table below:				
<i>In case of Poll/Postal ballot/E-voting:</i>								
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	

For AXIES AGRO LIMITED  
  
 Dr. Jimmy Mirchandani  
 Chairman & Managing Director

For ARIES AGRO LIMITED  
  
 KAISER P. ANSARI  
 COMPANY SECRETARY

	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%	
Public-Others	5196111	34183	0.66%	34017	166	99.51%	0.49%
Total	13004339	7833673	60.24%	7833507	166	99.99%	0.01%

**Item No. 6**

Details of the Agenda:

To appoint Prof. R. S. S. Mani (DIN 00527270), a Non-Executive Director of the Company as an Independent Director of the Company to hold office for five consecutive years for a term up to 25th September, 2019.

Resolution required:

Ordinary

Mode of voting:

Poll & eVoting

Voting Result :

As in the Table below:

*In case of Poll/Postal ballot/E-voting:*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	
Public – Institutional holders	950302	941564	99.08%	-	941564	-	100.00%
Public-Others	5196111	34183	0.66%	34017	166	99.51%	0.49%
Total	13004339	7833673	60.24%	6891943	941730	87.98%	12.02%

**Item No. 7**

Details of the Agenda:

To appoint Mr. Chakradhar Bharat Chhaya (DIN 00968966), Non-Executive Director of the Company as an Independent Director of the Company to hold office for five consecutive years for a term up to 25th September, 2019.

Resolution required:

Ordinary

For ARIES AGRO LIMITED

Dr. Jimmy Mirchandani  
Chairman & Managing Director

For ARIES AGRO LIMITED

KAISER P. ANSARI  
COMPANY SECRETARY

Mode of voting:				Poll & eVoting				
Voting Result :				As in the Table below:				
<i>In case of Poll/Postal ballot/E-voting:</i>								
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
	(1)	(2)			(5)			
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%		
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%		
Public-Others	5196111	34183	0.66%	34067	116	99.67%	0.33%	
Total	13004339	7833673	60.24%	7833557	116	99.99%	0.01%	

**Item No. 8**

Details of the Agenda: To appoint Mr. Bhumitra Vinodchandra Dholakia (DI 01871816), a Non-Executive Director of the Company as a Independent Director of the Company to hold office for five consecutive years for a term up to 25th September, 2019.

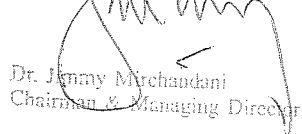
Resolution required: Ordinary

Mode of voting: Poll & eVoting

Voting Result : As in the Table below:

<i>In case of Poll/Postal ballot/E-voting:</i>								
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
			$(3)=[(2)/(1)]*100$	(4)		$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
	(1)	(2)			(5)			
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%		
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%		
Public-Others	5196111	34183	0.66%	34067	116	99.67%	0.33%	

For ARIES AGRO LIMITED

  
Dr. Jenny Mirchandani  
Chairman & Managing Director

For ARIES AGRO LIMITED

  
QAISER B ANSARI  
COMPANY SECRETARY

Total	13004339	7833673	60.24%	7833557	116	99.99%	0.01%
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**Item No. 9**

Details of the Agenda:

To approve the payment of remuneration of Rs. 1,85,000/- p. plus Service Tax and reimbursement of Out of Pock Expenses at actual to M/S R. Nanabhoy & Co., Cost Auditor for the financial year ending March 31, 2015.

Resolution required:

Ordinary

Mode of voting:

Poll & eVoting

Voting Result :

As in the Table below:

**In case of Poll/Postal ballot/E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again on votes polled
			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%	
Public-Others	5196111	34183	0.66%	34183	-	100.00%	
Total	13004339	7833673	60.24%	7833673		100.00%	

**Item No. 10**

Details of the Agenda:

To authorize the Board of Directors to borrow the sum of R 500/- crores in excess of the paid up capital and free reserves in pursuance of Section 180(1)(c) of the Companies Act, 2013.

Resolution required:

Special

Mode of voting:

Poll & eVoting

Voting Result :

As in the Table below:

**In case of Poll/Postal ballot/E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

For ARIES AGRO LIMITED

Dr. Jimmy Merchandani  
Chairman & Managing Director

For ARIES AGRO LIMITED

KAISER BANSARI  
COMPANY SECRETARY

	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	
Public – Institutional holders	950302	941564	99.08%	-	941564	-	100.00%
Public-Others	5196111	34183	0.66%	34183	-	100.00%	
Total	13004339	7833673	60.24%	6892109	941564	87.98%	12.02%

**Item No. 11**

Details of the Agenda:

To authorize the Board of Directors to create mortgage charge on all moveable and/or immovable assets of the Company in favour of the lenders for securing the borrowing of the Company up to the amount an aggregate limit of R 500.00 Crores (Rupees Five Hundred Crores Only). (Section 180(1)(a) of the Companies Act, 2013.)

Resolution required:

Special

Mode of voting:

Poll & eVoting

Voting Result :

As in the Table below:

**In case of Poll/Postal ballot/E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again on votes polled
			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	(1)	(2)			(5)		
Promoter and Promoter Group	6857926	6857926	100.00%	6857926	-	100.00%	
Public – Institutional holders	950302	941564	99.08%	941564	-	100.00%	
Public-Others	5196111	34183	0.66%	34183	-	100.00%	
Total	13004339	7833673	60.24%	7833673		100.00%	

For ARIES AGRO LIMITED

Dr. Jimmy Mirchandani  
Chairman & Managing Director



For ARIES AGRO LIMITED

Qaiser P. Ansari  
Company Secretary & Compliance Officer



**A. SEKAR**

B.COM, FCMA, ACS, LLB (GEN)  
COMPANY SECRETARY

B 305, Sai Jyote,  
Lalubhai Park West,  
VILE PARLE WEST, MUMBAI 400 056  
HELLO : 26716211  
EMAIL : a.sekar.cs@gmail.com

**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014*

To  
The Chairman  
Aries Agro Limited  
Aries House,  
Plot No. 24, Deonar,  
Govandi (East),  
Mumbai 400 043

Sir

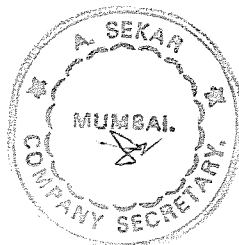
I, A Sekar, Practising Company Secretary, was appointed as Scrutinizer for the Forty Fourth Annual General Meeting of the Equity Shareholders of "ARIES AGRO LIMITED" to be held on Friday, the 26<sup>th</sup> September, 2014 at The Chembur Gymkhana, 16th Road, Chembur, Mumbai 400 071 for the purpose of scrutinizing the E voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution referred to in this report.

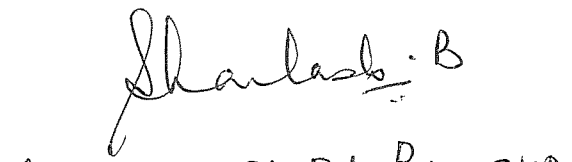
I submit my report as under :-

1. The E-voting period remained open from 10.00 A.M. on Saturday, 20th September, 2014 up to 6.00 P.M. on Monday, 22<sup>nd</sup> September, 2014.
2. The shareholders holding equity shares as on the "cut off" date ie. 12<sup>th</sup> September, 2014 were entitled to vote on the proposed 11 (Eleven) resolutions as mentioned in the notice of the said Forty Fourth Annual General Meeting of "Aries Agro Limited".
3. The votes were unblocked on Tuesday, 23<sup>rd</sup> September, 2014 around 8.00 A.M. in the presence of two witnesses, namely Mr R Bhaskar residing at D -24 Ajanta, Anushakti Nagar, Mumbai - 400 094 and Mrs Shailashri Bhaskar, residing at D 24, Ajanta Anushakti Nagar, Mumbai - 400 094, who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
(R. BHASKAR)



  
(SHAILASHRI BHASKAR)

4. Thereafter, the details containing, inter-alia, the list of equity shareholder, who vote “For” and “Against” were downloaded from the E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
5. The result of the e-voting is as under :-

*Resolution No. 1 - To consider and adopt Audited Financial Statement, Report of Board of Directors and Auditors – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	6891267	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

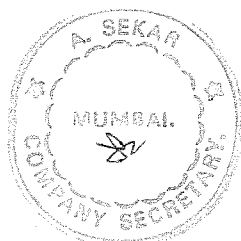
*Resolution No. 2 – Declaration of Dividend for the Financial Year ended 31st March, 2014 – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	6891267	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0



(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 3 - Appointment of a Director in place of Dr. Rahul Mirchandani, who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
39	6891151	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	116	0.00

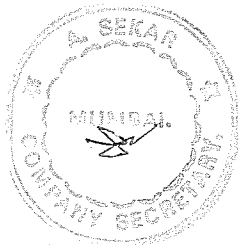
(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 4 – Re-appointment of M/s. Kirti D. Shah & Associates, Chartered Accountants as Auditors till conclusion of forty seventh AGM subject to ratification of their appointment at every AGM – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
39	6891217	52.99



(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	50	0.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 5 – Appointment of Mrs. Nitya Mirchandani as a Director of the company liable to retire by rotation – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
38	6891101	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	166	0.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 6 – Appointment of Prof R S S Mani as an Independent Director for a term of five years – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
38	6891101	52.99



(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	166	0.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 7 – Appointment of Mr. Chakradhar Bharat Chhaya as an Independent Director for a term of five years – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
39	6891151	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	116	0.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 8 - Appointment of Mr. Bhumika Vinodchandra Dholakia as an Independent Director for a term of five years – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
39	6891151	52.99



(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	116	0.00

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 9 – Approval of Remuneration of Cost Auditor – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	6891267	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

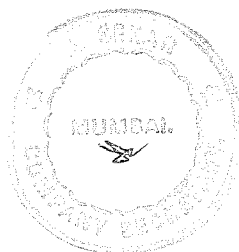
(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 10 – Authorisation for Borrowing Money under Section 180(1)(c) of the Companies Act, 2013 – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	6891267	52.99



(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

*Resolution No. 11 – Authorisation for Creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
40	6891267	52.99

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	NA

6. The details of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.



7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the Forty Fourth Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You

Yours faithfully



A. Sekar  
Company Secretary  
ACS 8649 CP 2450



Place : Mumbai

Dated : 23<sup>rd</sup> September, 2014

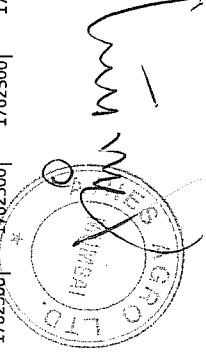
Calculation Sheet of e-Voting in respect of Resolutions passed at the AGM of Aries Agro Limited

S. No	Name of Shareholder	Folio No/DP ID/Client ID	No. of Shares	Favour/Against	Resolution No.1	Resolution No.2	Resolution No.3	Resolution No.4	Resolution No.5	Resolution No.8	Resolution No.7	Resolution No.8	Resolution No.9	Resolution No.10	Resolution No.11
1	PALANIMURUGAN MAYAKRISHNAN .	1202570000115431	16	Favour	16	16	16	16	16	16	16	16	16	16	16
2	AARTI MAHESH MAKHIJA	120669000005779	176	Against	176	176	176	176	176	176	176	176	176	176	176
3	LALIT DUGAR	1601480000011954	500	Favour	500	500	500	500	500	500	500	500	500	500	500
4	MAHESH BHAGWAN MAKHIJA	IN30015910942492	25	Favour	25	25	25	25	25	25	25	25	25	25	25
5	AMIT KUMAR SINGLA	IN30021415813992	116	Favour	116	116	0	116	116	116	116	116	116	116	116
6	SUNDARI RAMAMURTHY	IN30047640667647	10627	Against	10627	10627	10627	10627	10627	10627	10627	10627	10627	10627	10627
7	MYLAVARAPU KOTI KIRAN	IN30102220292839	50	Favour	50	50	50	50	50	50	50	50	50	50	50
8	EASWAR MOORTHY NARAYAN	IN30115122934386	500	Favour	500	500	500	500	500	500	500	500	500	500	500
9	RASHMI RAMAMURTHY	IN30115127683619	7000	Favour	7000	7000	7000	7000	7000	7000	7000	7000	7000	7000	7000
10	QAISER PARVEZ ANSARI	IN30154931790071	5	Favour	5	5	5	5	5	5	5	5	5	5	5
11	ANAND MOORTHY	IN30154939003282	200	Against	200	200	200	200	200	200	200	200	200	200	200
12	TRIVIKRAM S SHENOY	IN30260310113233	60	Favour	60	60	60	60	60	60	60	60	60	60	60
13	ARCHANA MIRCHANDANI	IN30335810007662	9930	Against	9930	9930	9930	9930	9930	9930	9930	9930	9930	9930	9930
14	LALITA SANZGIRI	239	125	Favour	125	125	125	125	125	125	125	125	125	125	125
15	MAKARAND RAMESH SUBANDH	279	625	Against	625	625	625	625	625	625	625	625	625	625	625
16	BHAGWAN PRASAD R.PANDEY	48	1500	Favour	1500	1500	1500	1500	1500	1500	1500	1500	1500	1500	1500
17	BEENA RAMAKRISHMAN	79	200	Against	200	200	200	200	200	200	200	200	200	200	200
18	MAKARAND RAMESH SUBANDH	800038	125	Favour	125	125	125	125	125	125	125	125	125	125	125



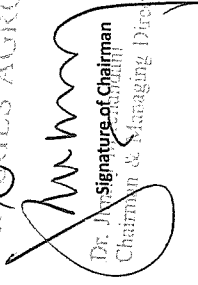
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19	MAKARAND RAMESH SUBANDH	800047	125	Favour	125	125	125	125	125	125	125	125	125	125	125	125	125	125
20	ARUNA SHIVANAND PATIL	800061	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
21	RENU CHHOTELAL MAURYA	800062	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
22	RAJEEV L DUSA	800063	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
23	ARCHANA SUDHAKAR RAUT	800066	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
24	DEEPA S DAWAL	800067	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
25	AMITA ARVIND SATELKAR	800068	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
26	KUMAR KONAR	800069	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
27	BIPOB CHATTERJEE	800071	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
28	RAJENDRA RAVINDRA PATHRE	800072	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
29	CHHAYA ASHOK	800076	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
30	SINDHU SURESH NAIR	800079	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
31	ANAGHA AJIT DHANAWADE	800080	5	Favour	5	5	5	5	5	5	5	5	5	5	5	5	5	5
32	DILIP S.DHONE	96	1250	Favour	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250	1250
33	SUNDARESAN RAMAMURTHY	IN30115123221239	126	Favour	126	126	126	126	126	126	126	126	126	126	126	126	126	126
34	RAHUL MIRCHANDANI	IN30047640450762	2623221	Favour	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221	2623221
35	NITYA MIRCHANDANI	IN30115124159312	3000	Favour	3000	3000	3000	3000	3000	3000	3000	3000	3000	3000	3000	3000	3000	3000
36	AKSHAY J MIRCHANDANI	IN30115125731333	361875	Favour	361875	361875	361875	361875	361875	361875	361875	361875	361875	361875	361875	361875	361875	361875
37	AMOL MIRCHANDANI	IN30115127038223	335000	Favour	335000	335000	335000	335000	335000	335000	335000	335000	335000	335000	335000	335000	335000	335000
38	ASHOK MIRCHANDANI	IN30335810003763	10000	Favour	10000	10000	10000	10000	10000	10000	10000	10000	10000	10000	10000	10000	10000	10000
39	JIMMY MIRCHANDANI	IN30047610205260	1762330	Favour	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330	1762330
40	JIMMY MIRCHANDANI	IN30154939276754	1762500	Favour	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500	1762500



	Against	Total No. of Votes in Favour	6891267	6891267	6891151	6891217	6891101	6891101	6891101	6891151	6891151	6891267	6891267	6891267	6891267
6891267			0	0	116	50	166	166	166	116	116	0	0	0	0
0			0	0	116	50	166	166	166	116	116	0	0	0	0

For OJES AGRO LIMITED

  
 Dr. J. V. Srinivasan  
 Chairman & Managing Director

  
 Signature of Scrutinizer

**A. SEKAR**  
B.COM, FCMA, ACS, LLB (GEN)  
COMPANY SECRETARY

B 305, Sai Jyote,  
Lalubhai Park West,  
VILE PARLE WEST, MUMBAI 400 056  
HELLO : 26716211  
EMAIL : a.sekar.cs@gmail.com

### SCRUTINIZER'S REPORT

*[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014*

To  
The Chairman  
Forty Fourth Annual General Meeting of the Equity Shareholders of  
Aries Agro Limited held at  
Chembur Gymkhana, 16<sup>th</sup> Road, Chembur, Mumbai 400 071.

Sir

I, A Sekar, Practising Company Secretary, appointed as Scrutinizer for the purpose of poll taken the below mentioned resolutions proposed at the Forty Fourth Annual General Meeting of the Equity Shareholders of "ARIES AGRO LIMITED" held on Friday, the 26<sup>th</sup> September, 2014 at Chembur Gymkhana, 16<sup>th</sup> Road, Chembur, Mumbai 400 071 at 10.00 A.M. 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 blocked 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 Registrar and Transfer Agents of the Company namely Aarthi Consultants Private Limited and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under :-

*Resolution No. 1 - To consider and adopt Audited Financial Statement, Report of Board of Directors and Auditors – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%



(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 2 – Declaration of Dividend for the Financial Year ended 31st March, 2014 – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%

(ii) Voted against the resolution

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

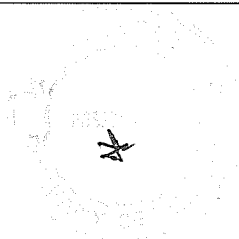
(iii) Invalid Votes

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

*Resolution No. 3 - Appointment of a Director in place of Dr. Rahul Mirchandani, who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%



(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 4 – Re-appointment of M/s. Kirti D. Shah & Associates, Chartered Accountants as Auditors till conclusion of forty seventh AGM subject to ratification of their appointment at every AGM – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
20	842	0.09%

(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
1	941564	99.91%

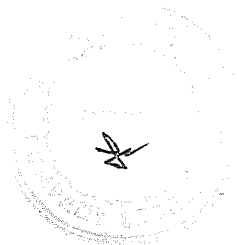
(iii) Invalid Votes

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

*Resolution No. 5 – Appointment of Mrs. Nitya Mirchandani as a Director of the company liable to retire by rotation – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%



(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 6 – Appointment of Prof R S S Mani as an Independent Director for a term of five years – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
20	842	0.09%

(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
1	941564	99.91%

(iii) Invalid Votes

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

*Resolution No. 7 – Appointment of Mr. Chakradhar Bharat Chhaya as an Independent Director for a term of five years – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%



(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 8 - Appointment of Mr. Bhumika Vinodchandra Dholakia as an Independent Director for a term of five years – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%

(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 9 – Approval of Remuneration of Cost Auditor – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%



(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

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

*Resolution No. 10 – Authorisation for Borrowing Money under Section 180(1)(c) of the Companies Act, 2013 – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
20	842	0.09%

(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
1	941564	99.91%

(iii) Invalid Votes

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

*Resolution No. 11 – Authorisation for Creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 – Ordinary Resolution*

(i) Voted in favour of Resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
21	942406	100%



(ii) Voted against the resolution

Number of Members voted through poll	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil


(iii) Invalid Votes

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

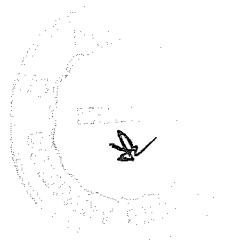
5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

Thanking You

Yours faithfully



A. Sekar  
Company Secretary  
ACS 8649 CP 2450



Place : Mumbai

Dated : 26<sup>th</sup> September, 2014

Calculation Sheet of voting by Poll in respect of Resolutions passed at the AGM of Artes Agro Limited

S. No	Name of Shareholder	Folio No/DP ID/Client ID	No. of Shares	Favour/Against	Resolution No.1	Resolution No.2	Resolution No.3	Resolution No.4	Resolution No.5	Resolution No.6	Resolution No.7	Resolution No.8	Resolution No.9	Resolution No.10	Resolution No.11
1	Shubhant Santosh Tamhankar	500202/800081	5	Favour	5	5	5	5	5	5	5	5	5	5	5
2	Prakash V Vazirani	IN 300757/10880358	10	Against	10	10	10	10	10	10	10	10	10	10	10
3	Shubha S Shet	S00199/800064	5	Favour	5	5	5	5	5	5	5	5	5	5	5
4	Pandurang Saddafule	P00014/314	125	Against	125	125	125	125	125	125	125	125	125	125	125
5	Gorasing R Nepali	G000018/134	125	Favour	125	125	125	125	125	125	125	125	125	125	125
6	Nalini P Sallan	N00054/800082	5	Against	5	5	5	5	5	5	5	5	5	5	5
7	Mahesh Anant Shinal	M00091/800070	5	Favour	5	5	5	5	5	5	5	5	5	5	5
8	Janaki Raman	J00052/800074	5	Against	5	5	5	5	5	5	5	5	5	5	5
9	V Narayanan Kutty	N000091/285	125	Favour	125	125	125	125	125	125	125	125	125	125	125
10	Sudhakar Yeradkar	S00200/800077	5	Against	5	5	5	5	5	5	5	5	5	5	5
11	Vasantha D Khankar	V00012/510	125	Favour	125	125	125	125	125	125	125	125	125	125	125
12	Rukmini Balakrishnan	R00114/800078	5	Against	5	5	5	5	5	5	5	5	5	5	5
13	Laxman Shinde	L00004/240	125	Favour	125	125	125	125	125	125	125	125	125	125	125
14	SBI Magnum Comma Fund	IN303786/10001146	941564	Favour	941564	941564	941564	941564	941564	941564	941564	941564	941564	941564	941564
15	Rashmi Arvind Pednekar	R00113/800073	5	Against	5	5	5	5	5	5	5	5	5	5	5
16	Omkar Rajesh Khot	O00003/800075	5	Favour	5	5	5	5	5	5	5	5	5	5	5
17	Rajaram B Wadkar	R00006/351	125	Favour	125	125	125	125	125	125	125	125	125	125	125
18	Yash Kamlesh Dedhia	120552000064171	22	Against	22	22	22	22	22	22	22	22	22	22	22
19	Karishma Puri	K00077/800059	5	Favour	5	5	5	5	5	5	5	5	5	5	5
20	Rajesh Kashinath Khirari	K00078/800065	5	Against	5	5	5	5	5	5	5	5	5	5	5
21	Shankar Ganesh	S00203/800023	5	Favour	5	5	5	5	5	5	5	5	5	5	5
				Total No. of Votes in Favour	942406	942406	942406	842	942406	842	942406	942406	942406	842	942406
					0	0	0	941564	0	941564	0	0	0	941564	0

POT ARTES AGRO LIMITED

Dr. Jimmy Mijaladani  
Chairman

Signature of Scrutinizer

