



## Source Natural Foods and Herbal Supplements Limited

Registered Office: 201, II<sup>nd</sup> Floor, Sumeru Towers,  
#54/46, 39<sup>th</sup> A Cross, 11<sup>th</sup> Main Road,  
Jayanagar 4<sup>th</sup> T Block, Bangalore - 560 041  
Phone: +91(80) - 26087727 / 26 Fax: 080 - 22449505  
Email: info@source-natural.com  
Website: www.source-natural.com  
CIN: L24231KA1995PLC101742

Date: September 18, 2017

The Manager Corporate Services-  
Department of Corporate Services  
BSE Limited  
25<sup>th</sup> Floor, PJ Tower  
Dalal Street, Mumbai - 400 001

Sub: Intimation of Proceedings of the 22<sup>nd</sup> Annual General Meeting of the Company held on 18.09.2017

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the following business were transacted by the members of the Company in the 22<sup>nd</sup> Annual General Meeting held on Monday, the 18<sup>th</sup> day of September 2017 at the Hotel Pai Viceroy, 1504, 16th Cross, 9th Main, 3rd Block, near Ramakrishna Super Speciality Hospital, Jayanagar, Bengaluru, Karnataka 560011 at 10:00 AM.

#### Details of Agenda:

Sl. No.	Resolutions passed	Resolution required	Mode of voting
	<b>Ordinary Business:</b>		
1	Adoption of the Audited Balance sheet as on 31st March, 2017 and the Audited Statement of Profit and Loss Account for the year ended 31st March, 2017 together with reports of Directors and Auditors thereon	Ordinary	E-voting and Poll at the AGM
2	Appointment of Director in the place of Mr. Narayanan Narasimhan, who retires by rotation and was reappointed	Ordinary	E-voting and Poll at the AGM
3	Ratification of M/S Srinaga Giridharan the Statutory Auditors.	Special	E-voting and Poll at the AGM
	<b>Special Business</b>		
4	Appointment of Mr. Tejagna Kashmira Katpitia as Director of the company.	Special	E-voting and Poll at the AGM
5	Appointment of Mr. Tejagna Kashmira Katpitia as Whole-Time Director of the company	Special	E-voting and Poll at the AGM





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The Results of the Postal Ballot notice on 12.08.2017 were taken on record and announced approval of the following items:

Sl. No.	Resolutions passed	Resolution required	Mode of voting
	<b>Special Business:</b>		
1	Approval for Borrowing powers and Creation of Security in respect of borrowings	Special	Postal Ballot & E-voting
2	Approval for the limits of Loans/Investments/ Guarantees	Special	Postal Ballot & E-voting

The Consolidated results of the above transactions (E voting and Poll at the Annual General Meeting) will be declared and intimated to the Stock Exchange on receipt of Consolidated Scrutinizers Report and the final report for the Postal Ballot.

The Poll was conducted by Scrutinizer with 2 witnesses and a functional director.

The meeting commenced at 10.am and concluded at 11.45 am.

Yours Sincerely,  
For Source Natural Foods and Herbal Supplements Limited

Sweta Joshi  
Company Secretary and Compliance Officer



**CONSOLIDATED SCRUTINIZERS REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,

**The Chairman,**

**Source Natural Foods and Herbal Supplements Limited,**

No. 201, Second Floor, Sumeru Towers,  
#54/46 39<sup>th</sup>A Cross, 11<sup>th</sup> Main Road,  
Jayanagar 4<sup>th</sup> T Block, Bangalore- 560 041.

**Re: Consolidated Scrutinizer's Report for passing of resolution through remote e-voting and poll conducted at the 22<sup>nd</sup> Annual General Meeting of the Company held on 18<sup>th</sup> September, 2017.**

I, **Ajay Suman Shrivastava**, Company Secretary in Practice was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process and ballot voting through poll carried out by the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as set out in the Notice of the Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 18<sup>th</sup> September, 2017.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through ballot process-poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by the CDSL, the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted in the AGM.
2. The Notice dated 12<sup>th</sup> August, 2017 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Professional courier on 16<sup>th</sup> day of August, 2017 and through email to shareholders whose email IDs were registered with the Company / Depository Participant on 16<sup>th</sup> day of August, 2017. The said Notice was dispatched on the basis of the Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners



made available by the depositories viz. National Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 11<sup>th</sup> August, 2017.

3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of the meeting and providing e-voting facility in 'The Financial Express' on 17<sup>th</sup> September, 2017 and 'Sanjevani' 17<sup>th</sup> September, 2017.
4. In terms of the aforesaid notice, voting through electronic means was kept open for three days from 15<sup>th</sup> September, 2017 at 9:00 A.M. to 17<sup>th</sup> September, 2017 at 5:00 P.M.
5. The members' details such as their names folio, number of shares held who cast their votes through remote-e voting were downloaded from the e voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com/>) in order to ensure that such members did not vote again in the ballot- Poll voting in the Annual General Meeting.
6. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 11<sup>th</sup> September, 2017.
7. After the time fixed for closing of Poll by the Chairman, one Ballot box kept for polling were locked in my presence and the members who were present.
8. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were unlocked in the presence of Mr. Rahul Paliwal and Mrs. Anjali S, who are not in employment with the Company. They have signed as Witness on the poll papers, in confirmation of the votes being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Company/ Registrar of Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. No poll paper was identified as Invalid.
10. Summary of the remote e-voting and poll are as follows-

**ORDINARY BUSINESS:**

**Resolution 1:** To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2017 together with the Reports of Directors, Auditors and such other Reports annexed thereon.



i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	25	71,573	1.47
Remote E-voting	3	47,87,491	98.53
<b>Total</b>	<b>28</b>	<b>48,59,064</b>	<b>100.00</b>

  

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
Remote E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
Remote E-voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Resolution 2:** To appoint a Director in place of Shri Narayanan Narasimhan (DIN: 00143620) who retires by rotation and being eligible offers himself for re-appointment

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	25	71,573	1.47
Remote E-voting	3	47,87,491	98.53
<b>Total</b>	<b>28</b>	<b>48,59,064</b>	<b>100.00</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
Remote E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
Remote E-voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



**Resolution 3:** To ratify the appointment of M/s Srinaga & Giridharan, Chartered Accountants as the Statutory Auditors of the Company

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	25	71,573	1.47
Remote E-voting	3	47,87,491	98.53
<b>Total</b>	<b>28</b>	<b>48,59,064</b>	<b>100.00</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	–	–	–
Remote E-voting	–	–	–
<b>Total</b>	<b>–</b>	<b>–</b>	<b>–</b>

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
Remote E-voting	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**SPECIAL BUSINESS:**

**Resolution 4:** To appoint Mr. Tejagna Kashmiri Katpitia as Director of the Company

**Nature of resolution:** Ordinary resolution

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	25	71,573	1.47
Remote E-voting	3	47,87,491	98.53
<b>Total</b>	<b>28</b>	<b>48,59,064</b>	<b>100.00</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	–	–	–
Remote E-voting	–	–	–
<b>Total</b>	<b>–</b>	<b>–</b>	<b>–</b>

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them



Poll at the AGM	-	-
Remote E-voting	-	-
Total	-	-

**Resolution 5:** To appoint Mr. Tejagna Kashmira Katpitia as Whole-time Director of the Company

**Nature of resolution:** Ordinary resolution

i. <b>Vote in favour</b> of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	25	71,573	1.47
Remote E-voting	3	47,87,491	98.53
Total	28	48,59,064	100.00

ii. <b>Vote in against</b> the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
Remote E-voting	-	-	-
Total	-	-	-

iii. <b>Invalid</b> votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	-	-
Remote E-voting	-	-
Total	-	-

Thanking You,

Yours faithfully,

(Ajay Suman Shrivastava)  
Practicing Company Secretary

Membership No.: 3489

C.P. No.: 3479



Place: Hyderabad

Date: 19.09.2017

**AJAY SUMAN SHRIVASTAVA**

**M.Com., LLB, FCS**  
**Company Secretary in Practice**

Flat No. D-1, Orange Homes Impressions  
Plot No: 8-2-293/82/JIII/443-A-16,  
Road No.86, Jubilee Hills, Hyderabad - 500 033.  
Tel : 040-23557144 E-mail : ajaypcs@gmail.com

### **Report of Scrutinizer(s)**

*(Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 & 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended)*

To  
The Chairman,

**Source Natural Foods and Herbal Supplements Limited**

No. 201, Second Floor, Sumeru Towers,  
#54/46 39<sup>th</sup> A Cross, 11<sup>th</sup> Main Road,  
Jayanagar 4<sup>th</sup> T Block, Bangalore- 560 041.

Dear Sir,

**Sub:** Consolidated Scrutinizer's Report on Postal Ballot & remote e-voting, conducted to transact the items as set out in the notice of Postal Ballot dated 12<sup>th</sup> August, 2017 of **SOURCE NATURAL FOODS AND HERBAL SUPPLEMENTS LIMITED** ("Company").

I, Ajay Suman Shrivastava, Practicing Company Secretary (FCS No. 3489 & CP No. 3479), Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the postal ballot and remote e-voting process in respect of the resolutions set out in the notice of Postal Ballot dated 12<sup>th</sup> August, 2017.

I, hereby report that:

- The Company has completed the dispatch of Notice(s) dated 12<sup>th</sup> August, 2017 along with statement setting out material facts under Section 102 of the Act to the Shareholders of the Company.
- The shareholders of the Company holding shares as on cut-off date i.e., 11<sup>th</sup> August, 2017 were entitled to vote on the resolutions as contained in the notice of Postal Ballot.





- The Company had also provided the facility of remote e-voting and had availed the services offered by Central Depository Services (India) Limited (“CDSL”) for providing facility of remote e-voting to the Shareholders of the Company.
- Remote e-voting platform commenced on **Thursday, 17<sup>th</sup> August, 2017 at 09:00 A.M. and closed on Saturday, 16<sup>th</sup> September, 2017 at 05:00 P.M.** and e-voting platform was blocked thereafter.
- The Company has not received any Postal Ballot form’s from the members of the Company after 16<sup>th</sup> September, 2017 5.00 PM..
- I have scrutinized and reviewed the data pertaining to remote e-voting downloaded from the CDSL e-voting system. ( EVSN- 170814040)
- The particulars of the members voted in consent or otherwise through remote e-voting have been entered in a register maintained separately for this purpose.
- I now submit the consolidated report as under on the basis of the results of the remote e-voting and Postal ballot in respect of the resolutions as set out in the Notice of Postal Ballot dated 12<sup>th</sup> August, 2017.

Total Number of Shareholders as on cut-off date: <b>11<sup>th</sup> August, 2017</b>	3350	
No. of Members who cast votes through remote e-voting	<b>Item No. 1</b>	<b>Item No. 2</b>
	13	13
Votes cast through remote e-voting	4793202	4793202
No. of Members cast votes through postal ballot	15	15
Votes cast through postal ballot	66146	66146
Total Number of Members whose votes were declared invalid	0	0
Total No. of Invalid Votes by them	0	0

**Resolution No.1: Special Resolution:**

**Approval for borrowing powers and creation of security in respect of borrowings:**

**(i) Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	4859348	100

**ii) Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

**Resolution No.2: Special Resolution:**

**Approval for the limits of Loans/ Investments/ Guarantees:**

**(i) Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	4859348	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

**RESULT:**

After considering the above, I report that the resolution no's 01 and 02 as set out in the notice of Postal Ballot dated 12<sup>th</sup> August, 2017 have been passed with requisite majority for Special Resolutions.

The electronic data pertaining to remote e-voting and all other relevant documents are safe under my custody and will be handed over to the Chairman of the Company for preserving safely after the Chairman considers approves and signs the minutes of the Postal Ballot.

Place: Camp Bangalore  
Date: 17.09.2017



Thanking you  
Yours faithfully,

(AJAY SUMAN SHRIVASTAVA)  
Practicing Company Secretary  
M. No.: 3489  
CP No.: 3479

**FORM MGT-13**  
**REPORT OF SCRUTINIZER**

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

To,  
**The Chairman,**  
22<sup>nd</sup> Annual General Meeting of the shareholders of,  
**Source Natural Foods and Herbal Supplements Limited,**  
Held on Monday, the 18<sup>th</sup> Day of September, 2017 at 10:00 A.M.,  
At Hotel Pai Viceroy, 1504, 16<sup>th</sup> Cross, 9<sup>th</sup> Main, 3<sup>rd</sup> Block, Near  
Ramakrishna Super Speciality Hospital, Jayanagar, Bengalore- 560 011.

Dear Sir,

I, AJAY SUMAN SHRIVASTAVA, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Twenty Second Annual General Meeting of the Members of **SOURCE NATURAL FOODS AND HERBAL SUPPLEMENTS LIMITED**, held on Monday, the 18<sup>th</sup> Day of September, 2017 at 10.00 A.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and two witnesses from amongst Shareholders present and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar & Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll paper invalid.
4. The result of the Poll is as under:

**ORDINARY BUSINESS:**

**Resolution No. 1:** To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2017 together with the reports of the Directors, Auditors and such other reports annexed thereon:



i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	71573	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution No. 2:** Re-appointment of Mr. Narayanan Narasimhan (DIN: 00143620), who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	71573	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution No. 3:** To ratify the appointment of M/s Srinaga & Giridharan (FRN: 004013S), Chartered Accountants, as the Statutory Auditors of the Company:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	71573	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**SPECIAL BUSINESS:**

**Resolution No. 4:** To appoint Mr. Tejagna Kashmiri Katpitia (DIN: 00445283), as Director of the Company:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	71573	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution No. 5:** To appoint Mr. Tejagna Kashmira Katpitia (DIN: 00445283), as Whole-time Director of the Company:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	71573	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



5. A Compact Disc (CD) containing 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 / Director authorized by the Board for safe keeping.

Yours faithfully,



**(AJAY SUMAN SHRIVASTAVA)**  
**Practicing Company Secretary**  
**C.P. No. 3479**



**Place:** Hyderabad

**Date:** 19.09.2017