



Source Natural Foods and Herbal Supplements Limited

No. 201, Sumeru Towers, #54/46,
2nd Floor, 39th A Cross, 11th Main Road
Jayanagar 4th T Block, Bangalore - 560 041
Phone: +91(80)- 32477717, Email: info@source-natural.com
CIN: L24231AP1995PLC019106

March 31, 2015

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

Sub: Outcome of the Extraordinary General Meeting of the Company held on 29/03/2015.

Dear Madam/Sir,

With reference to the subject, we wish to inform you that the following business were transacted by the members of the Company in the Extraordinary General Meeting held on Sunday, the 29th day of March 2015 at the Hotel Pai Comforts, #1319, 100 Ft Road, J.P. Nagar 2nd Phase, Bangalore – 500 078 at 11.30 AM.

The outcome of the Extraordinary General Meeting as per the format prescribed under Clause 35 A of the Listing Agreement amended vide SEBI circular No. CIR/CFD/DIL/7/2011 dated 05th October 2011 is as follows:-

Date of the EGM	March 29, 2015		
Total number of shareholders on record date, i.e. February 27, 2015	3,663		
No. of shareholders present in the meeting	Particulars	Promoters and promoters group	Public
	Either in person or in proxy	1	15
	Through video conferencing	0	0
TOTAL		1	15

*Video conferencing facility was not provided since the same is not mandatory as notified by the Ministry of Corporate Affairs vide General Circular No. 72/2011 dated 27th December 2011.

Rashmi P. Y.



Factory Address: Plot No. 22 & 23, SVCIE, Bachupally, Quthbullapur Mandal, Hyderabad- 5000 090. Phone: +91-(40)25087700



CMP Certified

ISO 9001 Certified

ISO 22000 Certified

Organic Certified

USDA Organic Certified

EU Organic Certified

Vegan Certified

Details of Agenda:

Sl. No.	Resolutions passed	Resolution required	Mode of voting
Special Business			
1	Approval for Related Party Transactions with Sumeru Ayurveda Private Limited	Special	E-voting/ Poll
2	Approval for Related Party Transactions with Arvind Exports	Special	E-voting/ Poll
3	Re-Appointment of Mr. Arvind Varchaswi N (DIN: 00143713) as Managing Director of the Company and Fixing his remuneration	Ordinary	E-voting/ Poll

We wish to inform you that all the aforesaid resolutions were passed unanimously by the members of the Company.

Please note that as per the Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has offered e-voting facility to all the members of the Company to cast their vote electronically on all resolutions to be passed at the Extraordinary General Meeting of the Company. For this the Company has engaged the services of the National Securities Depository Limited to provide e-voting facility.

The E-voting for the Extraordinary General Meeting was open from March 23, 2015 to March 25, 2015 and the results were announced which were hosted on the website of the Company and also announced on the notice board of the Company.

We request you to kindly take the above information on record in terms of the compliance requirements detailed under Clause 31 (d) and Clause 35 A of the Listing Agreement.

Yours Sincerely

For Source Natural Foods and Herbal Supplements Limited

Rashmi P. G
Rashmi P G
Company Secretary and Compliance Officer
M. No. A28996



Encl: Scrutinizer's Report

In case of Poll/E-voting:

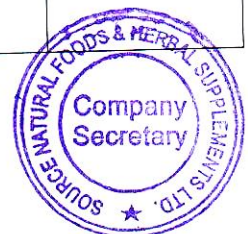
Resolution 1: Approval for Related Party Transactions with Sumeru Ayurveda Private Limited
(Special Resolution / E-voting/ Poll)

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	44,50,000	0	0	0	0	0	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	16,50,040	74,816	4.53	74,816	0	100	0
Total	61,00,040	74,816	1.23	74,816	0	100	0

Resolution 2: Approval for Related Party Transactions with Arvind Exports (Special Resolution / E-voting/ Poll)

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

Rashmi Py



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Promoter and Promoter Group	44,50,000	44,50,000	100	44,50,000	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	16,50,040	74,816	4.53	74,816	0	100	0
Total	61,00,040	45,24,816	74.17	45,24,816	-	100	-

Resolution 3: Re-Appointment of Mr. Arvind Varchaswi N (DIN: 00143713) as Managing Director of the Company and Fixing his remuneration (Ordinary Resolution / E-voting/ Poll)

Promoter/PUBLIC	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	44,50,000	44,50,000	100	44,50,000	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	16,50,040	74,816	4.53	74,816	0	100	0
Total	61,00,040	45,24,816	74.17	45,24,816	0	100	0

Rashmi P. G.



**MEMBERS OF REGISTER OF SOURCE NATURAL FOODS AND HERBAL
SUPPLEMENTS LIMITED-
LIST OF MEMBERS PARTICIPATED
IN E-VOTING AND POLL IN THE EGM DATED- 29.03.2015.**

Sl. No	Name of the Shareholder	Folio No / Clients ID	No. of shares held	E-voting		Poll	
				Favour	Against	Favour	Against
1	Sumeru Ayurveda Private Limited	IN30154930393008	44,50,000	Y	Nil	NA	NA
2	ChandrakantLaxminarayanRathi	1201090005188371	955	Y	Nil	NA	NA
3	SrinivsaGowra	IN30097410757162	6952	Y	Nil	NA	NA
4	Nikhil Sen	IN30115122405455	3151	Y	Nil	NA	NA
5	TejagnaKashmiraKatpitia	IN30154918060622	12025	Y	Nil	NA	NA
6	Rita Patel	IN30154933523411	2880	Y	Nil	NA	NA
7	N Krishnamurthy	IN30267930418620	700	Y	Nil	NA	NA
8	Astha Agarwal	IN30358310009157	100	Y	Nil	NA	NA
9	Kishore Prasad	IN30154933254596	4250	NA	NA	Y	Nil
10	Jaina Desai	IN30154933099960	4350	NA	NA	Y	Nil
11	RoshomIngole	IN30154933209723	50	NA	NA	Y	Nil
12	Bharathy	IN3002449	2	NA	NA	Y	Nil
13	GauriParashari	INV002337	2	NA	NA	Y	Nil
14	SriRamChandrasekaran	INV002379	2	NA	NA	Y	Nil
15	DevangVora	120400000 00181149	870	NA	NA	Y	Nil
16	Sunitha	1204720005525236	2	NA	NA	Y	Nil
17	Rashmi P G	IN301356010133732	2	NA	NA	Y	Nil
18	Vinod Kumar, through Proxy Nailesh Patel	IN30143610782260	28523	NA	NA	Y	Nil
19	DeepaKiritVora	12040000000187691	10000	NA	NA	Y	Nil

Date: 29.03.2015

Place: Bangalore

For P K Pande & Associates



P K Pande

(Practicing Company Secretary)

CP No.3984





ANNEXURE-IV

**SPECIMEN REPORT OF SCRUTINIZER- COMBINED
(ON E-VOTING & POLL)**

29th March, 2015

To,
The Chairman,
M/s Source Natural Foods And Herbal Supplements Limited
No.201, #54/46, Sumeru Towers, 2nd Floor, 39th A Cross,
11th Main Road, Jayanagar, 4th T Block, Bangalore-560041.

Ref: Extraordinary General Meeting of the members of M/s Source Natural Foods And Herbal Supplements Limited held on Sunday, the 29th March, 2015 at 11.30 AM at Hotel Pai Comforts, #1319, 100 Ft. Road, J.P. Nagar 2nd Phase, Bangalore - 560 078.

Dear Sir,

I Prathap Kumar Pande, Practicing Company Secretary have been appointed as the Scrutinizer by:

- The Board of Directors of M/s Source Natural Foods And Herbal Supplements Limited vide resolution dated 28th February, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 23rd March, 2015 at 9.00 AM to 25th March, 2015 at 6.00 PM.
- The Chairman of the Extraordinary General Meeting (EGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the subject EGM of the members of the Company, held on Sunday, the 29th March, 2015 at 11.30 AM at Hotel Pai Comforts, #1319, 100 Ft. Road, J.P. Nagar 2nd Phase, Bangalore - 560 078.

The Management of the Company is responsible to ensure the compliance with the requirements of the 2013 Act and Rules relating to e-voting and poll on the resolutions contained in the Notice of the EGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the EGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at EGM.

On the request of M/s Source Natural Foods And Herbal Supplements Limited, I am submitting this Scrutinizer Report for e-voting and voting through Ballot Paper at Poll held at the EGM.

Item No.1: Approval For Related Party Transactions With Sumeru Ayurveda Private Limited (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may constitute for this purpose) for execution of contracts with the Sumeru Ayurveda Private Limited as set out below and in which the Chairman and the Managing Director are interested, for the purpose of purchase of any of goods or materials, as the Board in its discretion deem proper, as per the terms and conditions set out and in the explanatory statement annexed hereto;

Sl NO	Name of Contracting Entity	Period of Contract	Value of Contract (Rs)
1	Sumeru Ayurveda Private Limited	01/10/2014 to 30/09/2019	3.00 Crores per annum

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to all acts, deeds and to sign such documents and writings as may be necessary, expedient and incidental thereto including all negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company."



(i) Voted in favour of the resolution:

Number of members voted in the E-voting	Number of votes cast (shares)-E voting	Number of members/proxies Voted-Poll	Number of votes cast (shares)-Poll	Total Number of votes cast through E-voting and poll	% of Total number of valid votes cast
7(Seven)	26763	11(Eleven)	48053	74816	100

(ii) Voted against the resolution:

-None-



(iii) Invalid Votes:

-Nil-

Item No.2: Approval For Related Party Transactions With Arvind Exports (SpecialResolutioin)

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may constitute for this purpose) for execution of contracts with the Arvind Exports as set out below and in which the Chairman and the Managing Director are interested, for the purpose of sale of any of goods or materials, as the board in its discretion deem proper, as per the terms and conditions set out and in the explanatory statement annexed hereto.

SI NO	Name of Contracting Entity	Period of Contract	Value of Contract (Rs)
1	Arvind Exports	01/10/2014 to 30/09/2019	3.00 Crores per annum

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to all acts, deeds and to sign such documents and writings as may be necessary, expedient and incidental thereto including all negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company.”

(i) Voted in favour of the resolution:

Number of members voted in the E-voting	Number of votes cast (shares)-E voting	Number of members/proxies Voted-Poll	Number of votes cast (shares)-Poll	Total Number of votes cast through E-voting and poll	% of Total number of valid votes cast
8 (Eight)	44,76,763	11(Eleven)	48053	4524816	100

(ii) Voted against the resolution:

-None-

(iii) Invalid Votes:

-Nil-

Item No.3: Re-Appointment Of Mr. Arvind VarchaswiN(Din: 00143713) As Managing Director Of The Company And Fixing His Remuneration (Ordinary Resolution)

“RESOLVED THAT pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, (including any statutory modification (s) or re-enactment thereof for the time being in force) and in terms of recommendation of the ‘Nomination and Remuneration Committee’ and as approved by the Board of Directors, the members of the Company hereby approves the re-appointment of Mr. ArvindVarchaswi N (DIN: 00143713), as a Managing Director to hold the office for a period of five years with effect from June 26, 2015 to June 25, 2020 at the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month and perquisites as mentioned below within the limits specified under

Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof."

Perquisites:

- i. Reimbursement of maintenance expenses of car and driver
- ii. Medical reimbursement of expenses incurred for self and dependent family subject to ceiling of one month salary per year or five months' salary in a period of 5 years
- iii. Reimbursement of telephone/mobile expenses
- iv. Company's contribution towards provident fund will be as per the rules made under Employees Provident Fund Miscellaneous Provisions Act, 1956
- v. Company's contribution Pension / Superannuation Fund, such contribution together with the contribution towards Provident Fund shall not exceed 25% of the Salary
- vi. Gratuity: payable in accordance with an approved scheme of the Company
- vii. Earned / Privilege Leave: on full pay and allowances as per the rules of the Company. Leave accumulated but not availed during his tenure may be allowed to en cash as per the rules of the Company.

"RESOLVED FURTHER THAT where in the financial year during Mr. ArvindVarchaswi N's term of office, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. ArvindVarchaswi N remuneration by way of salary and perquisites not exceeding the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof as may be agreed to by the Board of Directors and Mr. ArvindVarchaswi N."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."



(i) Voted in favour of the resolution:

Number of members voted in the E-voting	Number of votes cast (shares)-E voting	Number of members/proxies Voted-Poll	Number of votes cast (shares)-Poll	Total Number of votes cast through E-voting and poll	% of Total number of valid votes cast
8 (Eight)	44,76,763	11 (Eleven)	48053	4524816	100 .

(ii) Voted against the resolution:

-None-

(iii) Invalid Votes:

-Nil--

The relevant records relating to E-voting and Poll were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully
For P K Pande & Associates


P K Pande
(Practicing Company Secretary)
CP No.3984



