॥ श्री बालाजी नमः ॥

SITA SHREE
FOOD PRODUCTS LIMITED
SITA SHREE AN ISO 22000 : 2005 CERTIFIED COMPANY

- **Flour Division & Regd. Off. :** 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore - 452 020 (M.P.)
  Tel : +91-731-2439901 to 2439950
- **Soya Division :** Khasra No. 5/1, Gram Barlai Jagir, Post-Kshipra Tah. Sanwer, Dist. Indore - 453 771 (M.P.)
  Tel : +91-731-2439971 to 2439999
  Website : www.sitashri.com, E-mail : info@sitashri.com
  CIN-L15314MP1996PLC010741

Manufacturer of : Wheat, Pulses & Soya Products. Importer & Exporter of all kind of Agro Commodities.

January 27, 2017

To, **The Bombay Stock Exchange Limited** Department of Corporate Services, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001	**To,** **The National Stock Exchange Limited** Exchange Plaza, Plot No. C-1, "G" Block, BandraKurla Complex, Bandra (East), Mumbai – 400 051

Sub.:- Outcome of Extra Ordinary General Meeting

Script Code: 532961/SITASHREE

Dear Sir/Madam,

This is to inform you that the Extra Ordinary General Meeting of Company was held on Wednesday 25th January, 2017 at the Registered Office of the Company at 1.00 PM and concluded at 2:05 P.M. have approved the following resolutions by way of Poll/ E-voting:-

1. Increase in Authorized Share Capital of the Company and Consequent Alteration to the Capital Clause in the Memorandum of Association.
2. Increase in limit of shareholding by registered Foreign Institutional Investors ("FIIs") from 24% to 100% of the paid-up share capital of the Company.
3. Issuance of Equity Shares under Qualified Institutional Placement.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the Shareholders of the Company. Further, the shareholders holding shares as on the "cut-off" date i.e. January 19, 2017, were entitled to vote on the proposed resolutions as set out at item nos. 1, 2 and 3 in the Notice of Extra Ordinary General Meeting of the Company.

Accordingly the e-voting period remained open from 10.00 a.m. on January 22, 2017 up to 5.00 p.m. on January 24, 2017 and the CDSL e-voting platform was blocked thereafter. Votes cast through physical ballot forms received at the Extra Ordinary General Meeting on January 25, 2017 were considered.

The Company had appointed an Independent Scrutinizer for conducting the Extra Ordinary General Meeting voting process in a fair and transparent manner and ascertaining the requisite majority for the said voting.

SITA SHREE FOOD PRODUCTS LTD. INDORE

सीताश्री-उच्च गुणवत्ता, बेहतर स्वाद
धरती को पेड़ों से भर दो,
यह समय की धारा है।
पेड़ लगाना बने ध्येय,
यही हमारा नारा है।

॥ श्री बालाजी नमः ॥

SITA SHREE FOOD PRODUCTS LIMITED
AN ISO 22000 : 2005 CERTIFIED COMPANY

- **Flour Division & Regd. Off. :** 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore - 452 020 (M.P.)
  Tel : +91-731-2439901 to 2439950
- ***Soya Division :*** *Khasra No. 5/1, Gram Barlai Jagir, Post-Kshipra*
  Tah. Sanwer, Dist. Indore - 453 771 (M.P.)
  Tel : +91-731-2439971 to 2439999
  Website : www.sitashri.com, E-mail : info@sitashri.com
  CIN-L15314MP1996PLC010741

Manufacturer of : **Wheat, Pulses & Soya Products. Importer & Exporter of all kind of Agro Commodities.**

The results of Extra Ordinary General Meeting as per prescribed format of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached herewith.

Thanking you,

Yours faithfully,

FOR SITASHREE FOOD PRODUCTS LIMITED

SITA SHREE FOOD PRODUCTS LTD. INDORE

DINESH AGRAWAL
Chairman cum Director
DIN: 00348853

सीताश्री-उच्च गुणवत्ता, बेहतर स्वाद
धरती को पेड़ों से भर दो,
यह समय की धारा है।
पेड़ लगाना बने ध्येय,
यही हमारा नारा है।

SITA SHREE FOOD PRODUCTS LIMITED
AN ISO 22000 : 2005 CERTIFIED COMPANY

■ **Flour Division & Regd. Off. :** 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore - 452 020 (M.P.)
Tel : +91-731-2439901 to 2439950
■ **Soya Division :** Khasra No. 5/1, Gram Barlai Jagir, Post-Kshipra Tah. Sanwer, Dist. Indore - 453 771 (M.P.)
Tel : +91-731-2439971 to 2439999
Website : www.sitashri.com, E-mail : info@sitashri.com
CIN-L15314MP1996PLC010741

Manufacturer of : **Wheat, Pulses & Soya Products. Importer & Exporter of all kind of Agro Commodities.**

Regulation 44(3)

Details of Voting Results of Poll & E voting pursuant to Regulation 44(3) of SEBI ((LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Agenda-wise
In case of Poll/Postal ballot/E-voting
The mode of voting for resolution was E-voting and Postal ballot

Resolution 1: (Special Resolution)	**Increase in Authorised Share Capital of the Company and Consequent Alteration to the Capital Clause in the Memorandum of Association**
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Promoter/Public	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in 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								
	E voting	6,370,929	6,370,929	100%	6,370,929	Nil	100%	Nil
	Poll							
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		6,370,929	100%	6,370,929	Nil	100%	Nil
Public- Institutional holders								
	E voting							
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Others								
	E voting	21,463,245	158,044	0.74%	158,044	Nil	100%	Nil
	Poll		225	0.00%	225	Nil	100%	
	Postal Ballot			0.00%	-			Nil
	Total		158,269	0.74%	158,269	Nil	100%	Nil
Total		27,834,174	6,529,198	23.46	6,529,198	Nil	100%	Nil

SITA SHREE FOOD PRODUCTS LTD. INDORE



SITA SHREE FOOD PRODUCTS LIMITED
AN ISO 22000 : 2005 CERTIFIED COMPANY

- **Flour Division & Regd. Off. :** 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore - 452 020 (M.P.)
  Tel : +91-731-2439901 to 2439950
- **Soya Division :** Khasra No. 5/1, Gram Barlai Jagir, Post-Kshipra Tah. Sanwer, Dist. Indore - 453 771 (M.P.)
  Tel : +91-731-2439971 to 2439999
  Website : www.sitashri.com, E-mail : info@sitashri.com
  CIN-L15314MP1996PLC010741

Manufacturer of : Wheat, Pulses & Soya Products. Importer & Exporter of all kind of Agro Commodities.

Resolution 2: (Special Resolution)	Increase in limit of shareholding by registered Foreign Institutional Investors ("FIIs") from 24% to 100% of the paid-up share capital of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Promoter/Public	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- in 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								
	E voting	6,370,929	6,370,929	100%	6,370,929	Nil	**100%**	Nil
	Poll							
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		6,370,929	100%	6,370,929	Nil	**100%**	Nil
Public- Institutional holders								
	E voting	Nil						
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Others								
	E voting	21,463,245	158,044	**0.74%**	158,044	**Nil**	**100%**	**Nil**
	Poll		225	**0.00%**	225	Nil	**100%**	
	Postal Ballot			**0.00%**	-			Nil
	Total		158,269	**0.74%**	158,269	Nil	**100%**	Nil
Total		**27,834,174**	**6,529,198**	**23.46**	**6,529,198**	Nil	**100%**	Nil

SITA SHREE FOOD PRODUCTS LTD. INDORE

सीताश्री-उच्च गुणवत्ता, बेहतर स्वाद
धरती को पेड़ों से भर दो,
यह समय की धारा है।
पेड़ लगाना बने ध्येय,
यही हमारा नारा है।

SITA SHREE
FOOD PRODUCTS LIMITED
SITA SHREE AN ISO 22000 : 2005 CERTIFIED COMPANY

- **Flour Division & Regd. Off. :** 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore - 452 020 (M.P.)
  Tel : +91-731-2439901 to 2439950
- **Soya Division :** Khasra No. 5/1, Gram Barlai Jagir, Post-Kshipra Tah. Sanwer, Dist. Indore - 453 771 (M.P.)
  Tel : +91-731-2439971 to 2439999
  Website : www.sitashri.com, E-mail : info@sitashri.com
  CIN-L15314MP1996PLC010741

Manufacturer of : Wheat, Pulses & Soya Products. Importer & Exporter of all kind of Agro Commodities.

Resolution 3: (Special Resolution)	Issuance of Equity Shares under Qualified Institutional Placement							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Promoter/Public	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- in 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								
	E voting	6,370,929	6,370,929	100%	6,370,929	Nil	100%	Nil
	Poll							
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		6,370,929	100%	6,370,929	Nil	100%	Nil
Public- Institutional holders								
	E voting	Nil						
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Others								
	E voting	21,463,245	158,044	0.74%	158,044	Nil	100%	Nil
	Poll		225	0.00%	225	Nil	100%	
	Postal Ballot			0.00%	-			Nil
	Total		158,269	0.74%	158,269	Nil	100%	Nil
Total		27,834,174	6,529,198	23.46	6,529,198	Nil	100%	Nil

SITA SHREE FOOD PRODUCTS LTD. INDORE

सीताश्री–उच्च गुणवत्ता, बेहतर स्वाद
धरती को पेड़ों से भर दो,
यह समय की धारा है।
पेड़ लगाना बने ध्येय,
यही हमारा नारा है।

M. Maheshwari & Associates
Practicing Company Secretaries
Manish Maheshwari
M.Com LL.B., FCS

202-C, Kanchan Sagar, 18/1, Old Palasia,
A. B. Road, Indore - 452 018
Ph.: 0731- 3014869, 4068730
Mobile : 98260 40473
e-mail : mmaheshwarics@gmail.com

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015 as amended]

To,
The Chairman,
SITA SHREE FOOD PRODUCTS LIMITED
CIN: L15314MP1996PLC010741
332/4/2, R.D. UDYOG NAGAR
PALDA INDORE MP 452001

Dear Sir,

Ref. **Extra Ordinary General Meeting (EGM) of the Equity Shareholders of SITA SHREE FOOD PRODUCTS LIMITED held on the Wednesday, January 25, 2017 At 01.00 P.M. At 332/4/2, R.D. Udyog Nagar Palda Nemawar Road Mathurawalas Colony Indore MP 452001**

Subject: **Passing of Resolution(s) through remote electronic voting and Poll at the venue of the EGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS ANDDISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

1. I, **Manish Maheshwari, Practicing Company Secretary**, appointed by the Board of Directors of **SITA SHREE FOOD PRODUCTS LIMITED** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process and Poll at venue of the EGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, on the below mentioned resolution(s), passed at the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of the Company held on the Wednesday, January 25, 2017 At 01.00 P.M. At 332/4/2, R.D. Udyog Nagar Palda Nemawar Road Mathurawalas Colony Indore MP 452001

M. Maheshwari & Associates ★ Company Secretaries ★ C.P. 2660 FCS. 5174

2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the members of the Company. Our responsibility as a Scrutinizer for the E-voting process and Poll restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide the E-voting facilities, engaged by the Company.

3. Further to the above, We submit our report as under:

i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited, for conducting E-voting by the shareholders of the Company.

ii. The Members of the Company as on the "Cut Off" date i.e. **19th January, 2017** were entitled to vote on the resolutions (Items Number 1 to 3 as set out in Notice of EGM of the Company).

iii. The voting period for E-voting commenced on **22nd January, 2017 (10.00 AM) and ends on 24th January, 2017 (05.00PM)** and the CDSL-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses Ms. Anchal Kabra and Ms. Neha Jhawar, who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

iv. The Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company arranged the facility to vote for Poll at the venue of the EGM. The Poll voting was reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the company. Thereafter, we as a Scrutinizer duly compiled the details of the e-voting carried out by the Members together with the Poll done at the venue of the EGM.

The results of the e-voting with that of the voting conduct at venue of the EGM by way of Poll are as under:

M. Maheshwari & Associates ★ Company Secretaries ★ C.P. 3860 FCS. 5174

Details	E-voting	Voting by Poll at the EGM	Total Voting
Number of members who cast their votes	41	4	45
Total Number of Shares held by them	65,28,973	225	65,29,198
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained/ Invalid Votes	NIL		

ITEM NO. 1 – SPECIAL RESOLUTION

Increase in Authorised Share Capital of the Company and Consequent Alteration to the Capital Clause in the Memorandum of Association.

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	65,28,973	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	225	100.00	0.00	0.00	0.00
TOTAL	65,29,198	100.00	0.00	0.00	0.00

ITEM NO. 2 – SPECIAL RESOLUTION

Increase in limit of shareholding by registered Foreign Institutional Investors ("FIIs") from 24% to 100% of the paid up share capital of the Company.

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	65,28,973	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	225	100.00	0.00	0.00	0.00
TOTAL	65,29,198	100.00	0.00	0.00	0.00



ITEM NO. 3 – SPECIAL RESOLUTION

Issuance of Equity Shares under Qualified Institutional Placement (QIP).

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	65,28,973	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	225	100.00	0.00	0.00	0.00
TOTAL	65,29,198	100.00	0.00	0.00	0.00

4. We hereby confirm that we are maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through e- voting. The electronic data and all other relevant records relating to e- voting is under mysafe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approve and signs the minutes of the EGM.

Ms. Anchal Kabra

Ms. Neha jhawar

Thanking you,
Yours Faithfully,

M. Maheshwari & Associates ★ Company Secretaries ★ C.P. 3860 FCS. 5174

Scrutinizer
Name: Manish Maheshwari
Practicing Company Secretary
FCS: 5174; CP: 3860

Place: Indore
Date: 27.01.2017