॥ 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.

Dated: 02nd October, 2015

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051.

SUB: DISCLOSURE OF VOTING RESULTS OF 19TH ANNUAL GENERAL MEETING HELD ON 30.09.2015.
REF: SYMBOL: SITASHREE, ISIN: INE686I01011

Dear Sir/ Ma'am,

Pursuant to Clause 35A of the Listing Agreement, kindly find enclosed h/w the Voting Results of the 19th Annual General Meeting of Sita Shree Food Products Limited ("Company" or "the Company") held on Wednesday, the 30th Day of September, 2015 at the registered office of the Company at 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore, M.P. -452010.

Further, the Voting Results include:

- Voting done through Remote E-voting from 27.09.2015 upto 29.09.2015 &
- Poll conducted at the venue of the Annual General Meeting on 30.09.2015.

This is for the information of the Exchange and members thereof.

You are requested to take same on record.

Thanking You,
Yours Faithfully,

For, **Sita Shree Food Products Limited**

(Neeraj Anjane)
Company Secretary

SITA SHREE FOOD PRODUCTS LTD. INDORE

Encl:

- *Result of Voting as per Clause 35A &*
- *Consolidated Scrutinizer's Report.*

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

VOTING RESULTS UNDER CLAUSE 35A OF LISTING AGREEMENT.

S. No.	Description	Particulars
1.	Date of the AGM	Wednesday the 30th Day of September, 2015
2.	Total number of shareholders on record date:	9640
3.	No. of shareholders present in the meeting either in person or through proxy: ➢ Promoters and Promoter Group: • In person • Through Proxy ➢ Public: • In person • Through Proxy	43 15 - 27 1
5.	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Provided

For, Sita Shree Food Products Limited

Dinesh Agrawal
Chairman of 19th AGM.

SITA SHREE FOOD PRODUCTS LTD. INDORE

Place: Indore
Date: 02.10.2015

AGENDA-WISE
IN CASE OF POLL & E-VOTING
MODE OF VOTING: (REMOTE E-VOTING & POLL CONDUCTED AT MEETING)

ITEM NO. 1-

AS ORDINARY RESOLUTION: TO CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31 MARCH, 2015 AND THE PROFIT & LOSS ACCOUNT OF THE COMPANY FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE AUDITORS AND BOARD'S REPORT THEREON.

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	12760605	12760605	100%	12760605	-	100%	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1116349	1116349	100%	1116349	-	100%	-
Total	13876954	13876954	100%	13876954	-	100%	-

ITEM NO. 2-

AS ORDINARY RESOLUTION: TO APPOINT A DIRECTOR IN PLACE OF MR. DINESH AGRAWAL (DIN: 00348853), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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	12760605	12478175	97.79%	12478175	-	100%	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1116349	1116349	100%	1116349	-	100%	-
Total	13876954	13594524	97.96%	13594524	-	100%	-

ITEM NO. 3-

AS ORDINARY RESOLUTION: TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND AUTHORITY TO BOARD TO FIX THEIR REMUNERATION.

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	12760605	12760605	100%	12760605	-	100%	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1116349	1116349	100%	1116079	270	99.98%	0.02%
Total	13876954	13876954	100%	13876684	270	99.998%	0.002%

ITEM NO. 4-

AS SPECIAL RESOLUTION: APPOINTMENT OF MS. NEHA AGRAWAL AS WHOLE-TIME DIRECTOR OF THE COMPANY.

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

SITASHREE FOOD PRODUCTS LTD. INDORE

Promoter and Promoter Group	12760605	12629405	98.97%	12629405	-	100%	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1116349	1116349	100%	1116079	270	99.98%	0.02%
Total	13876954	13745754	99.05%	13745484	270	99.998%	0.002%

ITEM NO. 5-

AS ORDINARY RESOLUTION: TO RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2014-15.

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	12760605	12760605	100%	12760605	-	100%	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1116349	1116349	100%	1116349	-	100%	-
Total	13876954	13876954	100%	13876954	-	100%	-

ITEM NO. 6-

AS SPECIAL RESOLUTION: APPROVAL FOR RELATED PARTY TRANSACTION.

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	12760605	9380932	73.51%	9380932	-	100%	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1116349	1116349	100%	1116079	270	99.976%	0.024%
Total	13876954	10497281	75.65%	10497011	270	99.9974%	0.0026%

For, Sita Shree Food Products Limited

SITA SHREE FOOD PRODUCTS LTD. INDORE

Dinesh Agrawal
Chairman of 19th AGM

Place: Indore
Date: 02.10.2015

P.S. Tripathi & Associates
Company Secretaries

Swati Tripathi
B.Com., F.C.S.
Pratik Tripathi
B.Sc., A.C.A., F.C.S.

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CONSOLIDATED SCRUTINIZER REPORT

FORM No. MGT-13
Report of Scrutinizer(s)
***[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)* of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman,
19th Annual General Meeting of
M/s Sita Shree Food Products Limited,
332/4/2, R.D. Udyog Nagar, Palda,
Nemawar Road, Indore (M.P.)-452020

Subject: Consolidated Scrutinizer's Report on Remote E-voting and voting by Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015:

Dear Sir,

I, **Pratik Tripathi,** Partner of P.S. Triapthi & Associates, Company Secretaries has been appointed as Scrutinizer by the Board of Directors of Sita Shree Food Products Ltd ("Company" or "the Company") vide resolution dated 25th August, 2015 for the purpose of Scrutinizing the Remote E-voting Process and voting by Poll taken on the resolution(s) as contained in the Notice of 19th Annual General Meeting ("AGM" or "the AGM"), at the AGM of the Equity Shareholders of the Company held on Wednesday, 30th September, 2015 at 10:30 A.M. at the Registered office of the Company at 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore (M.P.)-452020, submit our report as under:

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules in relation to E-voting on the resolution(s) contained in the Notice to the 19th Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process and for voting by Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions contained in the Notice to the 19th Annual General Meeting (AGM), based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited and at the time of Poll at AGM.

P.S. TRIPATHI & ASSOCIATES INDORE COMPANY SECRETARIES

1. The Company has entered into an arrangement with Central Depository Services Limited ("CDSL") for conducting E-voting by the shareholders of the Company.
2. The Shareholders of the Company holding shares as on the "Cut Off" date of 23rd September, 2015 were entitled to vote through e-voting on the proposed resolutions as set out in Notice of AGM of the Company.
3. As prescribed in the Rules, Remote E-voting facility was kept open for three (3) days from 10:00 A.M. (IST) on 27th Day of September, 2015 upto 05:00 P.M. (IST) on 29th Day of September, 2015.
4. As on the cut-off date there were 9,640 (Nine Thousand Six Hundred and Forty) Shareholders.
5. At the end of Remote E-voting period on 05.00 P.M. (IST) on 29th Day of September, 2015, the E-voting module was disabled for Remote E-voting.
6. After the time fixed for closing of Poll by the Chairman, one Ballot Box kept for Polling were locked in my presence with due identification marks placed by me.
7. The locked Ballot Box was subsequently opened in my presence and two witnesses namely Ms. Priyanka Jain and Ms. Sukhvinder Kaur Pabla and Poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
8. The Poll papers, which were incomplete and/or which were otherwise found defective, if any, have been treated as invalid and kept separately.
9. The Consolidated Report on voting by Remote E-voting and voting by Poll at the meeting is as under:

Resolution No. 1- Ordinary Resolution:

To consider and adopt the Audited Balance Sheet as at 31 March, 2015 and the Profit & Loss Account of the Company for the year ended on that date together with the Auditors and Board's Report thereon.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	43	13876684	99.998%
Through remote e-voting	1	270	0.002%
Total	44	13876954	100%

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Resolution No. 2- Ordinary Resolution:

To appoint a director in place of Mr. Dinesh Agrawal (DIN: 00348853), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	42	13594254	99.998%
Through remote e-voting	1	270	0.002%
Total	43	13594524	100%

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Note: Mr. Dinesh Agrawal, a Member of the Company having 282430 shares has not participated in voting on aforesaid resolution as he was interested.

Resolution No. 3- Ordinary Resolution:

To ratify the appointment of Statutory Auditors of the Company and authority to Board to fix their remuneration.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	43	13876684	99.998%
Through remote e-voting	NIL	NIL	NIL
Total	43	13876684	99.998%

P.S. TRIPATHI & ASSOCIATES INDORE COMPANY SECRETARIES

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	1	270	0.002%
Total	1	270	0.002%

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	Nil

Resolution No. 4- Special Resolution:

Appointment of Ms. Neha Agrawal as Whole-Time Director of the Company.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	42	13745484	99.998%
Through remote e-voting	NIL	NIL	NIL
Total	42	13745484	99.998%

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	1	270	100%
Total	1	270	0.002%

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Note: Ms. Neha Agrawal, a Member of the Company having 131200 shares has not participated in voting on aforesaid resolution as she was interested.

P. S. TRIPATHI & ASSOCIATES INDORE COMPANY SECRETARIES

Resolution No. 5- Ordinary Resolution:

To ratify the remuneration of the Cost Auditors for the financial year 2014-15.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	43	13876684	99.998%
Through remote e-voting	1	270	0.002%
Total	44	13876954	100%

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Resolution No. 6- Special Resolution:

Approval for Related Party Transaction.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	40	10497011	99.998%
Through remote e-voting	NIL	NIL	NIL
Total	40	10497011	99.998%

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	1	270	0.002%
Total	1	270	0.002%

P.S. TRIPATHI & ASSOCIATES INDORE COMPANY SECRETARIES

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	NIL	NIL	NIL
Through remote e-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Note: Mr. Dinesh Agrawal, M/s Anoop Foods Limited and M/s Sita Shree Marketing Limited, the Members of the Company having totaled 3379673 shares has not participated in voting on aforesaid resolution as they were interested.

10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Meeting to announce the results of the meeting.
11. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed as "**Annexure –I**".
12. The poll papers and all other relevant records (in original) as per list given below were sealed and handed over to the Chairman of the Meeting.

Thanking you,
Yours Faithfully,

Scrutinizer
PRATIK TRIPATHI
Partner
P.S. Tripathi & ASSOCIATES
FCS: 5812; CP: 5358
Place: INDORE
Date: 02.10.2015

Encl.:-
1. Attendance Register
2. Poll Papers
3. Annexure –I.