

ARIES AGRO LIMITED

Date of the AGM:	28 th September, 2017
Total number of shareholders on record date:	10,493
No. of shareholders present in the meeting either in person or through proxy:	45
Promoters and Promoter Group:	2
Public:	43
No. of Shareholders attended the meeting through Video Conferencing:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.

(AGENDA-WISE DISCLOSURE)

ITEM NO. 1								
Details of the Agenda:					Approval of the Audited Financial Statements of the Company(both Standalone and Consolidated) for the Financial Year ended 31 st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.			
Resolution required:					ORDINARY			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					NO			
Category	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 – 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	6847926	6847926	100%	6847926	NIL	100.00%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		6847926	6847926	100%	6847926	NIL	100.00%
Public – Institutions	E-Voting	17875	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		17875	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	6138538	42961	0.70%	42860	101	99.76%	0.24%
	Poll		61	0.001%	61	NIL	100.00%	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		6138538	43022	0.701%	42921	101	99.76%
TOTAL		13004339	6890948	52.99%	6890847	101	99.999%	0.001%

For Aries Agro Limited

Rahul
Dr. Rahul Mirchandani
Chairman & Managing Director

ITEM NO. 2								
Details of the Agenda:					Declaration of Dividend @ 20% being Rs. 2.00 per Equity Share of Rs. 10/- each for the Financial Year ended 31.03.2017.			
Resolution required:					ORDINARY			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					NO			
Category	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 – 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	6847926	6847926	100%	6847926	NIL	100.00%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6847926	6847926	100%	6847926	NIL	100.00%
Public – Institutions	E-Voting	17875	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		17875	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	6138538	42961	0.70%	42860	101	99.76%	0.24%
	Poll		61	0.001%	61	NIL	100.00%	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6138538	43022	0.701%	42921	101	99.76%
TOTAL		13004339	6890948	52.99%	6890847	101	99.999%	0.001%

ITEM NO. 3								
Details of the Agenda:					Appointment of Dr. Jimmy Mirchandani as a Director who was liable to retire by rotation.			
Resolution required:					ORDINARY			
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?					YES			
Category	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 – 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	E-Voting		6847926	100%	6847926	NIL	100.00%	NIL

For Aries Agro Limited

 Dr. Rahul Mirchandani
 Chairman & Managing Director

and Promoter Group	Poll	6847926	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6847926	6847926	100%	6847926	NIL	100.00%
Public – Institutions	E-Voting	17875	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		17875	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	6138538	42961	0.70%	42785	176	99.59%	0.41%
	Poll		61	0.001%	61	NIL	100.00%	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6138538	43022	0.701%	42846	176	99.59%
TOTAL		13004339	6890948	52.99%	6890772	176	99.999%	0.001%

ITEM NO. 4

Details of the Agenda:

Appointment of M/s. Sandeep Sheth & Associates, Chartered Accountants, Mumbai,(Membership No. 101903) as the Statutory Auditors of the Company for a period of 5(Five) years.

Resolution required:

ORDINARY

Whether Promoter/Promoter Group are interested in the Agenda/Resolution?

NO

Category	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 – 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	6847926	6847926	100%	6847926	NIL	100.00%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6847926	6847926	100%	6847926	NIL	100.00%
Public – Institutions	E-Voting	17875	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		17875	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	6138538	42961	0.70%	42785	176	99.59%	0.41%
	Poll		61	0.001%	61	NIL	100.00%	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

For Arios Agro Limited

Rahul
Dr. Rahul Mirchandani
Chairman & Managing Director

	Total	6138538	43022	0.701%	42846	176	99.59%	0.41%
TOTAL		13004339	6890948	52.99%	6890772	176	99.999%	0.001%

ITEM NO. 5

Details of the Agenda:

Appointment of Dr. Rahul Mirchandani as the Managing Director of the Company

Resolution required:

SPECIAL

Whether Promoter/Promoter Group are interested in the Agenda/Resolution?

YES

Category	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 – 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	6847926	6847926	100%	6847926	NIL	100.00%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6847926	6847926	100%	6847926	NIL	100.00%
Public – Institutions	E-Voting	17875	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		17875	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	6138538	42961	0.70%	42785	176	99.59%	0.41%
	Poll		61	0.001%	60	1	98.36%	1.64%
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6138538	43022	0.701%	42845	177	99.59%
TOTAL		13004339	6890948	52.99%	6890771	177	99.998%	0.002%

ITEM NO. 6

Details of the Agenda:

Ratification of remuneration of M/S R. Nanabhoy & Co., Cost Auditors for the financial year ending March 31, 2018.

Resolution required:

ORDINARY

Whether Promoter/Promoter Group are interested in the Agenda/Resolution?

NO

Category	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 – against	% of Votes in favour on votes polled	% of Votes against on votes polled

For Aries Agro Limited

Rahul
Dr. Rahul Mirchandani
Chairman & Managing Director

		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	E-Voting	6847926	6847926	100%	6847926	NIL	100.00%	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6847926	6847926	100%	6847926	NIL	100.00%
Public – Institutions	E-Voting	17875	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		17875	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	6138538	42961	0.70%	39485	3476	91.91%	8.09%
	Poll		61	0.001%	60	1	98.36%	1.64%
	Postal Ballot(if Applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		6138538	43022	0.701%	39545	3477	91.92%
TOTAL		13004339	6890948	52.99%	6887471	3477	99.95%	0.05%

For ARIES AGRO LIMITED

Rahul

Dr. Rahul Mirchandani
Chairman & Managing Director



For ARIES AGRO LIMITED

Qaiser P. Ansari

Qaiser P. Ansari
Company Secretary & Compliance Officer



Place: Mumbai
Date: 29th September, 2017

11.00 am

SHAILASHRI BHASKAR
B.Com, M B A, F C S.
Practising Company Secretary
(FCS:5778; CP:5092)

D-24, Ajanta, Anushakti Nagar,
Mumbai: 400 094
Tel: +91 22 25573495
Cell: + 91 9869100391
Email: shailashrib@hotmail.com

To

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

The 47th (Forty Seventh) Annual General Meeting (AGM) of the Equity Shareholders of Aries Agro Limited was held on Thursday, September 28, 2017 at 10 a.m. at Chembur Gymkhana, 16th Road, Chembur (East). Mumbai – 400 071

1. I, Shailashri Bhaskar, Practising Company Secretary (CP No.5092), have been appointed as Scrutinizer by the Board of Directors of M/s. **Aries Agro Limited** (the Company) for the purpose of scrutinizing the remote e-voting and Poll process at the 47th AGM of the Company, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) (the Rules) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations), in respect of the resolutions passed at the 47th AGM of the Equity Shareholders of the Company held on Thursday, September 28, 2017 at 10 a.m. at Chembur Gymkhana, 16th Road, Chembur (East). Mumbai – 400 071.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and Poll by the Shareholders on the resolutions proposed in the Notice of the 47th AGM of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the remote e-voting and Poll process at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairperson on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to conduct the e-voting and the polling process conducted at the 47th AGM of the Company.



3. Further I submit my report as under:

- i. The remote e-voting was opened at 10.00 am on September 23, 2017 and remained open up to 5:00 PM on Wednesday September 27, 2017.
- ii. The Equity Shareholders holding shares as on September 15, 2017 "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 47th AGM of the Company.
- iii. The voting at the AGM venue was allowed with my assistance by using Poll process, on the resolutions on which the voting was to be held. After declaration of closure of voting by use of Poll by the Chairperson at the meeting, the votes received at the Poll were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of Poll. As per the information given by the Company, the names of the Shareholders who had voted on e-voting through CDSL facility had been blocked and voting Slips duly numbered serially by print were issued only to those Shareholders who were present at the AGM and who had not voted on remote e-voting.
- iv. The polling slips which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of Poll at the meeting were first counted.
- v. The votes on remote e-voting were unblocked, after conclusion of voting at the AGM in the presence of two witnesses, Mr A Sekar, and Ms Prachi Kadakia, who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL Limited and the same are being handed over to the Chairperson.
- vi. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



A. Resolution No: 1 To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon

Type of Poll	Number of Votes Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of the total number of valid votes cast	Number of votes cast	% of the total number of valid votes cast	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E voting	6890887	6890786	99.99%	101	0.01%	Nil	Nil
Poll	61	61	100%	Nil	0.00%	Nil	Nil
Total	6890948	6890847	99.99%	101	0.01%	Nil	Nil

The above Ordinary Resolution as contained in the Notice of the 47th Annual General Meeting of the Company dated August 09, 2017 has been passed with requisite majority.

B. Resolution No: 2 To consider declaration of dividend.

Type of Poll	Number of Votes Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of the total number of valid votes cast	Number of votes cast	% of the total number of valid votes cast	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E voting	6890887	6890786	99.99%	101	0.01%	Nil	Nil
Poll	61	61	100%	Nil	0.00%	Nil	Nil
Total	6890948	6890847	99.99%	101	0.01%	Nil	Nil

The above Ordinary Resolution as contained in the Notice of the 47th Annual General Meeting of the Company dated August 09, 2017 has been passed with requisite majority.



C. Resolution No: 3 To appoint a Director in place of Mr. Jimmy Mirchandani, who retires by rotation, and being eligible, offers himself for reappointment.

Type of Poll	Number of Votes Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of the total number of valid votes cast	Number of votes cast	% of the total number of valid votes cast	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E voting	6890887	6890711	99.99%	176	0.01%	Nil	Nil
Poll	61	61	100%	Nil	0.00%	Nil	Nil
Total	6890948	6890772	99.99%	176	0.01%	Nil	Nil

The above Ordinary Resolution as contained in the Notice of the 47th Annual General Meeting of the Company dated August 09, 2017 has been passed with requisite majority.

D. Resolution No: 4 To appoint the statutory auditors of the company

Type of Poll	Number of Votes Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of the total number of valid votes cast	Number of votes cast	% of the total number of valid votes cast	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E voting	6890887	6890711	99.99%	176	0.01%	Nil	Nil
Poll	61	61	100%	Nil	0.00%	Nil	Nil
Total	6890948	6890772	99.99%	176	0.01%	Nil	Nil

The above Ordinary Resolution as contained in the Notice of the 47th Annual General Meeting of the Company dated August 09, 2017 has been passed with requisite majority.



E. Resolution No: 5 To appoint Mr Rahul Mirchandani as the Managing Director of the Company and fix his remuneration

Type of Poll	Number of Votes Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of the total number of valid votes cast	Number of votes cast	% of the total number of valid votes cast	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E voting	6890887	6890711	99.99%	176	0.01%	Nil	Nil
Poll	61	60	100%	1	0.00%	Nil	Nil
Total	6890948	6890771	99.99%	177	0.01%	Nil	Nil

The above Special Resolution as contained in the Notice of the 47th Annual General Meeting of the Company dated August 09, 2017 has been passed with requisite majority.

F. Resolution No: 6 To consider ratification of the remuneration payable to the cost auditors

Type of Poll	Number of Votes Cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Number of votes cast	% of the total number of valid votes cast	Number of votes cast	% of the total number of valid votes cast	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Remote E voting	6890887	6887411	99.94%	3476	0.06%	Nil	Nil
Poll	61	60	100%	1	0.00%	Nil	Nil
Total	6890948	6887471	99.94%	3477	0.06%	Nil	Nil

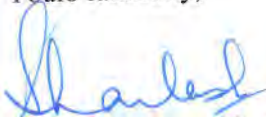
The above Ordinary Resolution as contained in the Notice of the 47th Annual General Meeting of the Company dated August 09, 2017 has been passed with requisite majority.



I hereby confirm that, I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through remote e-voting and E-voting (Poll) during the AGM. I shall be arranging to handover these records to the Chairperson of the 47th AGM of the Company or any other person as authorized by the Chairperson, after confirmation and signing of the minutes of the Meeting.

Thanking you,

Yours faithfully,



SHAILASHRI BHASKAR
Practicing Company Secretary
CP : 5092



Place: Mumbai

Date: September 28, 2017

For Aries Agro Limited



Dr. Rahul Mirchandani
Chairman & Managing Director

Countersigned by Chairperson