

VIJAY KUMAR MISHRA
B. Com. (Hons.), A.C.A., F.C.S.

PARESH D PANDYA
B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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**Form No. MGT-13
Report of Scrutinizer(s).**

**Combined Scrutinizer's Report (E-Voting & Poll)
For VINATI ORGANICS LIMITED**

To,
Mr. VINOD SARAF
Chairman,
30th Annual General Meeting of
Vinati Organics Limited
B-12 & B-13/1, MIDC Industrial Area,
Mahad 402 309, Dist. Raigad, Maharashtra

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by poll at the Thirtieth Annual General Meeting of Vinati Organics Limited held on Saturday, July 27, 2019 at 12.00 noon at B-12 & B-13/1, MIDC Industrial Area, Mahad 402309, Dist. Raigad, Maharashtra



I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Vinati Organics Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 30th Annual General Meeting (AGM) of Vinati Organics Limited on Saturday, July 27, 2019 at 12.00 Noon.

I was also appointed as Scrutinizer on May 11, 2019 to scrutinize the voting process at the said AGM.

At the request of the management, we hereby submit our Combined Scrutinizer report on e-voting and poll as under:

- a. The notice dated May 11, 2019, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the 30th AGM of the Company.
- b. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
- c. The Company had also provided voting by way of the poll to the shareholders present at the 30th AGM and who had not cast their vote earlier through remote e-voting facility.
- d. The shareholders of the company holding shares as on the "cut-off" date of 20th July, 2019 were entitled to vote on the resolutions as contained in the Notice of the 30th AGM.



- e. The voting period for remote e-voting commenced on Wednesday, 24th July, 2019 (9.00 a.m.) and ends on Friday, 26th July, 2019 at (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter.
- f. After the closure of the voting at the 30th AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- g. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the 30th AGM the votes cast there under were counted.
- h. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by the poll at the 30th AGM.
- i. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the poll conducted at the venue of the meeting on the resolutions contained in the notice of the 30th AGM.
- j. My responsibility as scrutinizer for the remote e-voting and the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by the electronic voting system at the 30th AGM in respect of the said resolutions.



Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Directors' and Auditors' thereon.

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	90	4,24,58,486	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	123	4,28,72,333	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 2: Ordinary Resolution

To declare a Final Dividend on equity shares for the Financial Year 2018-19.

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	96	4,25,83,760	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	129	4,29,97,607	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Sunil Saraf (holding DIN:00076887) who retires by rotation at this meeting and being eligible, offers himself for reappointment.

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	89	4,25,44,476	99.95%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	122	4,29,58,323	99.95%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	6	19,284	0.05%
Voting at AGM by Insta Poll	0	0	0
Total	6	19,284	0.05%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 4: Ordinary Resolution

To Consider the Ratification of the Remuneration of M/s N. Ritesh & Associates, Cost Accountant (Firm's Registration No. 100675) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Year 1st April, 2019 to 31st March, 2020."

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	96	4,25,83,760	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	129	4,29,97,607	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 5: Ordinary Resolution

To consider & recommend appointment of Mr. Vinod Saraf as Chairman (Executive) of the Company for period of 5 years:

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	95	4,25,63,760	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	128	4,29,77,607	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 6: Ordinary Resolution

To consider & recommend reappointment of Ms. Vinati Saraf Mutreja as Managing Director & CEO of the Company for period of 5 years:

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	95	4,25,63,760	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	128	4,29,77,607	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 7: Ordinary Resolution

To consider & recommend reappointment of Ms. Viral Saraf Mittal as Director - CSR & Corporate Strategy of the Company for further period of 5 years:

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	95	4,25,63,760	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	128	4,29,77,607	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 8: Special Resolution

To Consider the Appointment of Ms. MONA BHIDE as an Independent Non-Executive Director of the Company to hold office for a first term of five consecutive years w. e. f. 27th October , 2018 to 26th October, 2023, and she shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	95	4,25,63,760	100%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	128	4,29,77,607	100%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	0	0	0
Voting at AGM by Insta Poll	0	0	0
Total	0	0	0

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 9: Special Resolution

To Consider the Appointment of Mr. ADESH KUMAR GUPTA as an Independent Non-Executive Director of the Company to hold office for a first term of five consecutive years w. e. f. 11th May , 2019 to 10th May, 2024, and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	94	4,25,63,735	99.99%
Voting at AGM by Insta Poll	33	4,13,847	100%
Total	127	4,29,77,582	99.99%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	1	25	0.01%
Voting at AGM by Insta Poll	0	0	0
Total	1	25	0.01%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



Resolution No. 10: Special Resolution

To Consider the Appointment of Dr. Prof. MANNEPALLI LAKSHMI KANTAM as an Independent Non-Executive Director of the Company to hold office for a first term of five consecutive years w. e. f. 11th May , 2019 to 10th May, 2024, and she shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

(i) Voted in favour of resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	94	4,25,63,735	99.99%
Voting at AGM by Insta Poll	33	4,13,847	0
Total	127	4,29,77,582	99.99%

(ii) Voted against the resolution.

Mode of Voting	Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
Remote e-Voting	1	25	0.01%
Voting at AGM by Insta Poll	0	0	0
Total	1	25	0.01%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA



k. The above Resolutions No 1 to No. 10 were passed with majority of Votes.

l. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and sign the Minutes of 30th Annual General meeting of the Company and after, the same will be handed over to Mr Milind A. Wagh, CS for safe keeping.

Thanking you,

Yours Faithfully
For VKM & Associates
Practising Company Secretaries



Vijay Kumar Mishra
Partner
Mem No.: F 5023 COP: 4279

Date: 29/07/2019
Place: Mumbai