

SCRUTINIZER REPORT

To
The Chairman
VINATI ORGANICS LIMITED
B-12 & B-13/1, MIDC Industrial Area,
Raigad, Mahad , Maharashtra, 402309

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of **M/s. VINATI ORGANICS LIMITED** (hereinafter referred as "the Company") on 12th November, 2019, I, Vijay Kumar Mishra, Partner of M/s. VKM & Associates, Practising Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Ordinary/Special Resolution set out in the Postal Ballot Notice dated 12th November, 2019 ("Notice").
- B. Members approval was sought on the following Ordinary and Special Resolution:
- (a) Sub-division of one Equity Share of Face Value of Rs.2/-each into two Equity Shares of face value of Re.1/-each.
- (b) Alteration of the Capital Clause of Memorandum of Association ("MOA") of the Company.
- (c) The Alteration of the Articles of Association ("AOA") of the Company.
- (d) VOL Employee Stock Option Plan 2019.
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, the Company completed dispatch of Notice along with explanatory statement and postal ballot form on Monday, 25th November 2019.
- D. The voting period commenced on Tuesday, 26th November, 2019 (9:00 a.m.) and ended on Wednesday, 25th December, 2019 (5:00 p.m.) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by Central Depository Services (India) Limited ("CDSL").
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for this purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H. The e-voting were unblocked at 5:00 p.m. on 25th December, 2019 and thereafter, the e-voting summary statement was downloaded from e-voting website of CDSL.
- I. All ballot forms received/ votes cast up to 5:00 p.m. on Wednesday, 25th December, 2019, being the last date and time fixed by the Company for said purpose were considered for scrutiny.



J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.

K. Result of the postal ballot (e-voting and voting through postal ballot forms) is as under:

Resolution Item No.1: Special Resolution

Sub-division of one Equity Share of face value of Rs. 2/- each into two Equity Shares of face value of Re. 1/- each.

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 polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	38034216	38034216	100.00	38034216	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38034216	100.00	38034216	0	100.00	0.00
Public Institutions	E-Voting	6238766	4270678	68.45	4270678	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		4270678	68.45	4270678	0	100.00	0.00
Public Non-Institutions	E-Voting	7118043	126341	1.77	126335	06	99.99	0.0047
	Postal Ballot		384304	5.399	384304	0	100.00	0.00
	Total		510645	7.17	510639	06	99.99	0.0012
Total		51391025	42815539	83.31	42815533	06	100	0.00

Resolution Item No.2: Ordinary Resolution

Alteration of the Capital Clause of Memorandum of Association ("MOA") of the Company.

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 polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	38034216	38034216	100.00	38034216	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38034216	100.00	38034216	0	100.00	0.00



Public Institutions	E-Voting	6238766	4270678	68.45	4270678	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		4270678	68.45	4270678	0	100.00	0.00
Public Non-Institutions	E-Voting	7118043	126339	1.77	126328	11	99.99	0.0087
	Postal Ballot		384304	5.399	383804	500	99.86	0.1301
	Total		510643	7.17	510132	511	99.89	0.1001
Total		51391025	42815537	83.31	42815026	511	99.99	0.0012

Resolution Item No.3: Special Resolution

The Alteration of the Articles of Association ("AOA") of the Company.

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 polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	38034216	38034216	100.00	38034216	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38034216	100.00	38034216	0	100.00	0.00
Public Institutions	E-Voting	6238766	4270678	68.45	4270678	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		4270678	68.45	4270678	0	100.00	0.00
Public Non-Institutions	E-Voting	7118043	126339	1.77	126253	86	99.93	0.0681
	Postal Ballot		384304	5.399	383352	952	99.75	0.2477
	Total		510643	7.17	509605	1038	99.79	0.2033
Total		51391025	42815537	83.31	42814499	1038	99.99	0.0024



Resolution Item No.4: Special Resolution

VOL Employee Stock Option Plan 2019.

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 polled	% of Votes against on polled
Promoter and Promoter Group	E-Voting	38034216	38034216	100.00	38034216	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38034216	100.00	38034216	0	100.00	0.00
Public Institutions	E-Voting	6238766	4270678	68.45	2845333	1425345	66.62	33.37
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		4270678	68.45	2845333	1425345	66.62	33.37
Public Non-Institutions	E-Voting	7118043	126339	1.77	124548	1791	98.58	1.4176
	Postal Ballot		383554	5.388	380197	3357	99.12	0.8752
	Total		509893	7.16	504745	5148	98.99	1.0096
Total		51391025	42814787	83.31	41384294	1430493	96.66	3.3411

L. The above Resolution was passed with requisite majority.

M. As requested by the management, I am submitting herewith consolidated report on result of remote e-voting together with result of voting by Postal Ballot

**For VKM & ASSOCIATES
Company Secretaries**


Vijay Kumar Mishra
Partner
C.P. No. 4279
Membership No.F-5023

Date: 27/12/2019
Place: Mumbai