

Parinee Crescenzo, "A" Wing, 1102, 11th Floor.
"G" Block, Plot No. C38 & C39,
Behind MCA, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
Phone : 91-22-6124 0444 / 6124 0428
Fax : 91-22-6124 0438
E-mail : vinati@vinatiorganics.com
Website : www.vinatiorganics.com
CIN : L24116MH1989PLC052224



Annexure A

Voting Results of the NCLT convened meeting of the Equity Shareholders of the Company held on February 28, 2023

Sr. No.	Particulars	Details
1	Date of the NCLT Convened Meeting	Tuesday, February 28, 2023
2	Total number of shareholders as on cut-off date (i.e. February 21, 2023) for voting purpose	84196
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	05 50



Parinee Crescenzo, "A" Wing, 1102, 11th Floor,
 "G" Block, Plot No. C38 & C39,
 Behind MCA, Bandra Kurla Complex,
 Bandra (E), Mumbai - 400 051, India.
 Phone : 91-22-6124 0444 / 6124 0428
 Fax : 91-22-6124 0438
 E-mail : vinati@vinatiorganics.com
 Website : www.vinatiorganics.com
 CIN : L24116MH1989PLC052224



Vinati Organics Limited - Voting Results

Resolution Number - 1								
Resolution required (Ordinary/ Special) as per Companies Act, 2013			Special Resolution : To consider and approve the Scheme of Amalgamation of Veeral Additives Private Limited with Vinati Organics Limited and their respective shareholders pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013.					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	76121192	76121192	100.00	76121192	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		76121192	100.00	76121192	0	100.00	0.00
Public Institutions	E-Voting	13071788	12326097	94.30	12253201	72896	99.41	0.59
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12326097	94.30	12253201	72896	99.41	0.59
Public Non Institutions	E-Voting	13589070	776569	5.71	776569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		776569	5.71	776569	0	100.00	0.00
Total		102782050	89223858	86.81	89150962	72896	99.92	0.08



Lote Works : Plot No. A-20, MIDC Industrial Area, Lote Parashuram 415 722 Tal. Khed, Dist. Ratnagiri, Maharashtra, India.
Phone : (02356) 273032 - 33 • **Fax:** 91-2356-272448 • **E-mail:** vinlote@vinatiorganics.com
Regd. Office & Mahad Works : B-12 & B-13/1, MIDC Industrial Area, Mahad 402 309, Dist. Raigad, Maharashtra, India.
Phone : (02145) 232013/14 • **Fax :** 91-2145-232010 • **E-mail:** vinmhd@vinatiorganics.com

Parinee Crescenzo, "A" Wing, 1102, 11th Floor,
"G" Block, Plot No. C38 & C39,
Behind MCA, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
Phone : 91-22-6124 0444 / 6124 0428
Fax : 91-22-6124 0438
E-mail : vinati@vinatiorganics.com
Website : www.vinatiorganics.com
CIN : L24116MH1989PLC052224



Vinati Organics Limited - Voting Results

Resolution Number - 1								
Resolution required: Requisite Majority which mean Majority of the votes cast by public shareholder (excluding promoter & promoters group) as per SEBI Circular reference no. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021			Special Resolution : To consider and approve the Scheme of Amalgamation of Veeral Additives Private Limited with Vinati Organics Limited and their respective shareholders pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	76121192	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	13071788	12326097	94.30	12253201	72896	99.41	0.59
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12326097	94.30	12253201	72896	99.41	0.59
Public Non Institutions	E-Voting	13589070	776569	5.71	776569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		776569	5.71	776569	0	100.00	0.00
Total		102782050	13102666	12.75	13029770	72896	99.44	0.56



VIJAY KUMAR MISHRA

B. Com (Hons.), ACA FCS

PARESH D PANDYA

B. Com, ACCB

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

Parsi Dairy, Marine Lines (E), Mumbai - 2, Tel. : 2207 7267

Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociates@yahoo.com

To,

The Chairman appointed by National Company Law Tribunal, Mumbai Bench ('NCLT') for NCLT convened meeting of Equity Shareholders of Vinati Organics Limited (CIN: L24116MH1989PLC052224) ('the Company') held on 28th day of February, 2023 at 11.30 am through Video-conferencing or other audio-visual means ('VC/OAVM')

Dear Sir,

I, Vijay Kumar Mishra, Practising Company Secretary (Membership No. 5023) was appointed as the Scrutiniser by the NCLT vide its order dated 16th December 2022 ("Order") for the Meeting of the Equity Shareholders of Vinati Organics Limited ("the Company") held as per the directions of NCLT on 28th February 2023 at 11:30 am (IST) through VC/OAVM ("Meeting").

The said meeting was held for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Veeral Additives Private Limited ("VAPL" or "Transferor Company") with Vinati Organics Limited ("VOL" or "Transferee Company") and their respective shareholders ("Scheme")

The e-voting facility with respect to the resolution contained in the Notice of the Meeting was provided by way of:

- a) remote e-voting process ("remote e-voting") under the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014 ("the Rules"); and
- b) e-voting process conducted at the Meeting.



The Notice of the Meeting along with the statement setting out material facts under section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 was sent on 25th January 2023 to the Equity Shareholders in respect of the resolution proposed at the Meeting.

The Equity Shareholders of the Company holding shares as on the cut-off date of 21st February 2023 were entitled to vote on the resolution as contained in the Notice of the Meeting.

In pursuance of the directions issued by the NCLT pursuant to its Order, the Company had duly released an advertisement intimating the calling of the NCLT convened meeting of the Equity Shareholders and dispatch of Notice, in English newspaper viz. "Free Press Journal", having nation - wide circulation and in Marathi Newspaper viz. "Navshakti", having circulation in Maharashtra on 26th January 2023.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Act read with Rule 20 of the Rules and as per the directions of the NCLT, the Company has provided the remote e-voting facility through National Securities Depository Limited ("NSDL") and also the facility of e-voting system to Equity Shareholders present at the said Meeting of the Equity Shareholders through VC/OAVM.

Remote e-voting by the Equity Shareholders of the Company as at the cut-off date of Tuesday, 21st February 2023 commenced on Friday, 24th February 2023 at 9.00 am (IST) and ended on Monday, 27th February 2023 at 5.00 pm (IST).

Additionally, the Equity Shareholders of the Company as of the cut-off date of Tuesday, 21st February 2023, who had not voted through Remote E-voting, were allowed to vote at the aforesaid Meeting.

On Tuesday, 28th February 2023, the Chairman appointed by the NCLT, directed for conducting the voting during the Meeting through electronic voting system for the Equity Shareholders who were present at the Meeting.



The votes cast under the remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinised and reviewed the remote e-voting and e-voting at the Meeting based on the data downloaded from the NSDL e-voting system.

The voting done through remote e-voting and e-voting at the Meeting were reconciled with the records maintained by the company and NSDL and the authorisations lodged with the Company.

A. Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part I(A)(IO)(b) of the SEBI Scheme Circular No.SEBI/HO/CFD/DILI/CIR/P/ 2021/ 0000000665 dated November 23, 2021 (as amended from time to time) ("SEBI Scheme Circular")

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of votes casted
Remote E-voting	308	1,30,29,770	99.44%
Other electronic voting	00	00	00
Total	308	1,30,29,770	99.44%

(ii) Voted against of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of votes casted
Remote E-voting	02	72,896	0.56%
Other electronic voting	00	00	00
Total	02	72,896	0.56%

(iii). No of Invalid Votes:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of votes casted
Remote E-voting	00	00	00
Other electronic voting	00	00	00
Total	00	00	00



B. Votes cast by equity shareholders of the Company

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of votes casted
Remote E-voting	315	8,91,50,962	99.92%
Other electronic voting	00	00	00
Total	315	8,91,50,962	99.92%

(ii) Voted against of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of votes casted
Remote E-voting	02	72,896	0.08%
Other electronic voting	00	00	00
Total	02	72,896	0.08%

(iii). No of Invalid Votes:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of votes casted
Remote E-voting	00	00	00
Other electronic voting	00	00	00
Total	00	00	00

Since majority of the equity shareholders, representing more than three-fourths in value of the equity shares of the Company, have voted for the resolution, and the votes cast by the public shareholders in favour of the proposed resolution are more than the number of votes cast by the public shareholders against it, as required under the SEBI Scheme Circular, the proposed resolution stated hereunder is declared as passed with requisite majority:



“RESOLVED that pursuant to the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications issued there under, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued there under, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and Clause 3 of the Memorandum of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and approvals of such other Statutory/Government authority(ies), as may be necessary or as may be directed by the NCLT or such other competent authority(ies), as the case may be, approval of the Company be accorded to the Amalgamation of Veeral Additives Private Limited (“VAPL” or “Transferor Company”), having its Registered Office situated at Parinee Crescenzo, 11th Floor, A-wing, 1102, “G” Block, Plot No.C-38& C-39, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra 400051, with the Company with appointed date as 1st April, 2021 (“the Appointed Date”), as per the Scheme of Amalgamation of VAPL with the Company and their respective Shareholders (“Scheme”) circulated with the Notice of the Meeting of the Equity Shareholders of the Company;

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution) to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to implement the Scheme and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise for giving effect to the Scheme including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary, as the Board may deem fit and proper.”



The reports from the electronic system and all other relevant records generated by NSDL, are under my safe custody and will be handed over to the Company Secretary authorised by the Board for safe-keeping, after the Chairman signs the minutes of the Meeting.

**For VKM & ASSOCIATES
Company Secretaries**



**(Vijay Kumar Mishra)
Partner
C.P.No.4279**

UDIN : F005023D003217485


P/R No. : 1846/2022

Place : Mumbai

Date : 01/03/2023

Countersigned by:

For Vinati Organics Limited



**Milind Wagh
Company Secretary**

