

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

COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL) FOR VINATI ORGANICS LIMITED

To,
The Chairman,
Annual General Meeting of
VINATI ORGANICS LIMITED
B-12 & B-13/1, MIDC Industrial
Area, Mahad 402309
Dist. Raigad, Maharashtra

Subject: Scrutinizer's Report - combined report on e-voting and poll process

Ref: M/s. Vinati Organics Limited (CIN: L24116MH1989PLC052224)

Annual General Meeting held on 29/07/2017 at 12:00 Noon (the AGM)

Dear Sir,

I, the undersigned, was appointed as scrutinizer vide Board Resolution dated 13/05/2017 to act as such for e-voting and poll in the AGM in respect of the resolution proposed to be passed in the therein, to seek approval of the holders of equity shares for passing of the Ordinary and Special resolution.

Pursuant to my appointment and the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed scrutiny of the e-voting and poll process of the AGM. At the request of the management, I hereby submit my combined report on e-voting and poll as under:



1. The Company had completed the dispatch of notice to its members on 06/07/2017, through courier, whose e-mail ID was not registered with the Company or its Registrar and Transfer Agent (RTA) and sent an email through Central Depository Service Limited (CDSL) along with the details of login ID and password to its members whose email ID was registered with the Company or its RTA/ Depository as on cut-off date i.e. 22/07/2017.
2. The shareholders of the Company had option to vote on resolution either in the AGM through the physical ballot forms attached with notice or through remote e-voting facility. Shareholders opting for e-voting facility casted their votes on the designated website <http://evoting@cdslindia.com/> of CDSL.
3. All votes casted electronically through CDSL portal from Wednesday, 26/07/2017 at 09:00 AM (1ST) up to Friday, 28/07/2017 at 05:00 PM (1ST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.
4. At the AGM, 1 (One) ballot box was kept for polling and was duly locked in my presence.
5. The locked ballot box was subsequently opened in presence of two independent persons, who were not employees of the Company, who have signed a statement enclosed with this report to that effect; and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar & Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
6. The CDSL provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2015 so as to ensure the members who have availed the facility of e-voting have not again voted in the Annual General Meeting.



7. 64 members casted their vote through remote e-voting and 28 members casted their vote under poll conducted in the AGM.
8. A summary of the votes cast electronically as well as under poll in the AGM are as follows;

Item no. 1 Adopt the Balance Sheet & Profit Loss Account, 31 March 2017 :

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	4	0	0
c	Net valid number of form received/ members	60	28	88
d	Total number of votes cast	60	28	88
e	Less: Number of invalid votes cast	0	0	0
f	Net valid number of votes cast	60	28	88
g	Total number of votes with assent for resolution	40350242	497675	40847917
h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the	100.00%	100%	100%
j	% of votes cast against the resolution	0	0	0

Item no. 2 To declare Dividend :

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	0	0	0
c	Net valid number of form received/ members	64	28	92
d	Total number of votes cast	64	28	92
e	Less: Number of invalid votes cast	-	-	



f	Net valid number of votes cast	64	28	92
g	Total number of votes with assent for resolution	40416383	497675	40914058
h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the	100.00%	100.0%	100%
j	% of votes cast against the resolution	0	0	0

Item no. 3 To Appoint of Director in place of Mr. Sunil Saraf retires by rotation eligible of reappointment :

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	0	0	0
c	Net valid number of form received/ members	64	28	92
d	Total number of votes cast	64	28	90
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	64	28	90
g	Total number of votes with assent for resolution	40416383	497675	40914058
h	Total number of votes with dissent for resolution	45184	0	45184
i	% of votes cast in favour of the	99.89%	100.0%	99.94%
j	% of votes cast against the resolution	0.11%	0	0.56%



Item no. 4: To Appoint of Director in place of Mr. Mohit Mutreja retires by rotation eligible of reappointment

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members	64	28	92
d	Total number of votes cast	64	28	92
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	64	28	92
g	Total number of votes with assent for resolution	40374972	497675	40872647
h	Total number of votes with dissent for resolution	41411	0	41411
i	% of votes cast in favour of the	99.99%	100.0%	99.99%
j	% of votes cast against the resolution	0.01	0	0.01%

Item no. 5 To Appoint of Statutory Auditor of the company:

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	0	0	0
c	Net valid number of form received/ members	64	28	92
d	Total number of votes cast	64	28	92
e	Less: Number of invalid votes cast	0	0	0
f	Net valid number of votes cast	64	28	92
g	Total number of votes with assent for resolution	40416383	497675	40914058



h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the	100.00%	100.0%	100%
j	% of votes cast against the resolution	0	0	0

Item no. 6 To Amend the Capital Clause of the Memorandum of Association:

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	0	0	0
c	Net valid number of form received/ members	64	28	92
d	Total number of votes cast	64	28	92
e	Less: Number of invalid votes cast	-	-	
f	Net valid number of votes cast	64	28	92
g	Total number of votes with assent for resolution	40416383	497675	40914058
h	Total number of votes with dissent for resolution	0	0	0
i	% of votes cast in favour of the	100.00%	100.0%	100%
j	% of votes cast against the resolution	0	0	0

Item no. 7 Adoption of New Set of Articles of Association :

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	64	28	92
b	Less: Invalid number of forms received/ members voted	3	0	3
c	Net valid number of form received/ members	61	28	89



d	Total number of votes cast	64	28	89
e	Less: Number of invalid votes cast	3	0	3
f	Net valid number of votes cast	61	28	89
g	Total number of votes with assent for resolution	39904525	497675	40402200
h	Total number of votes with dissent for resolution	259019	0	259019
i	% of votes cast in favour of the	99.36%	100.0%	99.68%
j	% of votes cast against the resolution	0.64%	0	0.32%

I am pleased to inform you that the Special Resolution in item no. 1,2,5,6 passed unanimously and no. 3,4, 7 of the notice dated 13/05/2017 has been duly passed with requisite majority.

9. Accordingly, you may take on record the result of the remote e-voting and poll process in the AGM as described above and declare the results.
10. I have issued separate reports of e-voting and poll conducted at the AGM of even date.
11. I have kept the register of assent or dissent in electronic mode as well as physical mode for recording votes under remote e-voting and poll process in the AGM. The same shall be handed over to **Shri. Gunvant Shantilal Singhi**, **Company Secretary cum Finance Controller & Compliance Officer** for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.

Thanking you

For VKM & ASSOCIATES
Practising Company Secretaries



Vijay Kumar Mishra

(Vijay Kumar Mishra)
Partner

Date: 31/07/2017
Place: Mumbai

E-VOTING

SUMMARY

ELECTRONIC VOTING FROM 26/07/2017 (09:00 AM 1ST) TO 28/07/2017 (05:00 PM 1ST)

EVEN	ISIN	ISIN NAME	START DATE	END DATE	RESULT DATE
	INE410B01029	VINATI ORGANICS LIMITED	26/07/2017	28/07/2017	31/07/2017

Resolution No	Option Name	Option ID	Voters Count	Vote Count
1	I/ We assent to the resolution	1	60	40350242
	I/ We dissent to the resolution	1	0	0

Resolution No	Option Name	Option ID	Voters Count	Vote Count
2	I/ We assent to the resolution	1	64	40416383
	I/ We dissent to the resolution	1	0	0
Resolution No	Option Name	Option ID	Voters Count	Vote Count
3	I/ We assent to the resolution	1	62	40416383
	I/ We dissent to the resolution	1	2	45184

Resolution No	Option Name	Option ID	Voters Count	Vote Count
4	I/ We assent to the resolution	1	63	40416383
	I/ We dissent to the resolution	1	1	41411



Resolution No	Option Name	Option ID	Voters Count	Vote Count
5	I/ We assent to the resolution	1	64	40416383
	I/ We dissent to the resolution	1	0	0

Resolution No	Option Name	Option ID	Voters Count	Vote Count
6	I/ We assent to the resolution	1	64	40416383
	I/ We dissent to the resolution	1	0	0
Resolution No	Option Name	Option ID	Voters Count	Vote Count
7	I/ We assent to the resolution	1	50	40163544
	I/ We dissent to the resolution	1	11	259019

SUMMARY OF POLL

REF: ANNUAL GENERAL MEETING HELD ON 29/07/2017

Resolution No	Option Name	Voters Count	Vote Count
1	In assent	28	497675
	In dissent	-	-

Resolution No	Option Name	Voters Count	Vote Count
2	In assent	28	497675
	In dissent	-	-

Resolution No	Option Name	Voters Count	Vote Count
3	In assent	28	497675
	In dissent	-	-

Resolution No	Option Name	Voters Count	Vote Count
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4	In assent	28	497675
	In dissent	-	-

Resolution No	Option Name	Voters Count	Vote Count
5	In assent	28	497675
	In dissent	-	-

Resolution No	Option Name	Voters Count	Vote Count
6	In assent	28	497675
	In dissent	-	-

Resolution No	Option Name	Voters Count	Vote Count
7	In assent	28	497675
	In dissent	-	-

Thanking you

Date: 31/07/2017
Place: Mumbai

For VKM & ASSOCIATES
Practising Company Secretaries



(Signature)
(Vijay Kumar Mishra)
Partner

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	29th July, 2017
Total number of shareholders on record date	18436
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	28
No. of Shareholders attended the meeting through Video Conferencing:	0
Promoters and Promoter Group:	
Public:	0
Name of the Company	VINATI ORGANICS LIMITED
ISIN NO.	INE410B01029

RESOLUTION - 1

Resolution required: (Ordinary/ Special)			Special Resolution					
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1326938	39.85	1326938	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1326938	39.85	1326938	0	100.000	0.000
Public Non-Institutions	E-voting	10099688	861809	8.53	861809	0	100.000	0.000
	Poll		497675	4.93	497675	0	100.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	10099688	1359484	13.46	1359484	0	100.000	0.000
Total		51591025	40847917	79.18	40847917	0	100.000	0.000

RESOLUTION - 2

Resolution required: (Ordinary/ Special)			Special Resolution					
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1393079	41.84	1393079	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1393079	41.84	1393079	0	100.000	0.000
Public Non-Institutions	E-voting	10099688	861809	8.53	861809	0	100.000	0.000
	Poll		497675	4.93	497675	0	100.000	0.000

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G. S. Singh
G. S. Singh

Company Secretary
Cum Finance Controller

	Postal Ballot			0.00			0.000	0.000
Total		10099688	1359484	13.46	1359484	0	100.000	0.000
Total		51591025	40914058	79.30	40914058	0	100.000	0.000

RESOLUTION - 3

Resolution required: (Ordinary/ Special)		Special Resolution						
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1393079	41.84	1393079	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1393079	41.84	1393079	0	100.000	0.000
Public Non-Institutions	E-voting	10099688	861809	8.53	816625	45184	94.757	5.243
	Poll		497675	4.93	497675	0	100.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	10099688	1359484	13.46	1314300	45184	96.676	3.324
Total		51591025	40914058	79.30	40868874	45184	99.890	0.110

RESOLUTION - 4

Resolution required: (Ordinary/ Special)		Special Resolution						
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1393079	41.84	1393079	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1393079	41.84	1393079	0	100.000	0.000
Public Non-Institutions	E-voting	10099688	861809	8.53	820398	41411	95.195	4.805
	Poll		497675	4.93	497675	0	100.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	10099688	1359484	13.46	1318073	41411	96.954	3.046
Total		51591025	40914058	79.30	40872647	41411	99.899	0.101

RESOLUTION - 5

Resolution required: (Ordinary/ Special)		Special Resolution						
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000

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Singhi G. S.
G. S. Singh
Company Secretary
Cum Finance Controller

	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1393079	41.84	1393079	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1393079	41.84	1393079	0	100.000	0.000
Public Non-Institutions	E-voting	10099688	861809	8.53	861809	0	100.000	0.000
	Poll		497675	4.93	497675	0	100.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	10099688	1359484	13.46	1359484	0	100.000	0.000
Total		51591025	40914058	79.30	40914058	0	100.000	0.000

RESOLUTION - 6

Resolution required: (Ordinary/ Special)		Special Resolution						
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1393079	41.84	1393079	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1393079	41.84	1393079	0	100.000	0.000
Public Non-Institutions	E-voting	10099688	861809	8.53	861809	0	100.000	0.000
	Poll		497675	4.93	497675	0	100.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	10099688	1359484	13.46	1359484	0	100.000	0.000
Total		51591025	40914058	79.30	40914058	0	100.000	0.000

RESOLUTION - 7

Resolution required: (Ordinary/ Special)		Special Resolution						
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	38161495	38161495	100.00	38161495	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	38161495	38161495	100.00	38161495	0	100.000	0.000
Public Institutions	E-voting	3329842	1151161	34.57	895915	255246	77.827	22.173
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	3329842	1151161	34.57	895915	255246	77.827	22.173
Public Non-Institutions	E-voting	10099688	850888	8.42	847115	3773	99.557	0.443
	Poll		497675	4.93	497675	0	100.000	0.000
	Postal Ballot			0.00			0.000	0.000
	Total	10099688	1348563	13.35	1344790	3773	99.720	0.280
Total		51591025	40661219	78.81	40402200	259019	99.363	0.637

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For VINATI ORGANICS LTD

Singhi G.S.

G. S. Singh

Company Secretary

Cum Finance Controller