

VIJAY KUMAR MISHRA

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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 28/07/2018 at 12:00 Noon (the AGM)

Dear Sir,

I, the undersigned, was appointed as scrutinizer vide Board Resolution dated 12/05/2018 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 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 06/07/2018, 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. 18/07/2018.
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, 25/07/2018 at 09:00 AM (IST) up to Friday, 27/07/2018 at 05:00 PM (IST), 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. 71 members casted their vote through remote e-voting and 27 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 2018 :

Sr. No.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	71	27	98
b	Less: Invalid number of forms received/ members voted	0	2	2
c	Net valid number of form received/ members	71	25	96
d	Total number of votes cast	67	25	92
e	Less: Number of invalid votes cast	0	0	0
f	Net valid number of votes cast	67	25	92
g	Total number of votes with assent for resolution	42014423	437152	42451575
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	71	27	98
b	Less: Invalid number of forms received/ members voted	0	2	2
c	Net valid number of form received/ members	71	25	96
d	Total number of votes cast	71	25	96
e	Less: Number of invalid votes cast	-	0	-
f	Net valid number of votes cast	71	25	96
g	Total number of votes with assent for resolution	42169703	437152	42606855



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. 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	71	27	98
b	Less: Invalid number of forms received/ members voted	0	2	2
c	Net valid number of form received/ members	71	25	96
d	Total number of votes cast	69	25	94
e	Less: Number of invalid votes cast	-	0	-
f	Net valid number of votes cast	69	25	94
g	Total number of votes with assent for resolution	41990817	437152	42427969
h	Total number of votes with dissent for resolution	34067	0	34067
i	% of votes cast in favour of the	99.92%	100%	99.92%
j	% of votes cast against the resolution	0.08%	0	0.08%



I am pleased to inform you that the Ordinary Resolution in item no. 1 and 2 and has been passed unanimously and Resolution No. 3 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



A handwritten signature in black ink, appearing to read 'Vijay Kumar Mishra'.

(Vijay Kumar Mishra)
Partner

Date: 30/07/2018
Place: Mumbai

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

Date of AGM	28.07.2018
Total number of shareholders on record date	18040
No. of shareholders present in the meeting either in person	31
Promoters and Promoter Group:	2
Public:	29
No. of Shareholders attended the meeting through Video	0

RESOLUTION - 1

Resolution required: (Ordinary/ Special)			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	38034216	38034216	100.00	38034216	0	100.000	0.000
	Poll	38034216	0	0.00	0	0	0.000	0.000
	Postal Ballot	38034216	0	0.00	0	0	0.000	0.000
	Total	38034216	38034216	100.00	38034216	0	100.000	0.000
Public Institutions	E-voting	4240911	3077752	72.57	3077752	0	100.000	0.000
	Poll	4240911	0	0.00	0	0	0.000	0.000
	Postal Ballot	4240911	0	0.00	0	0	0.000	0.000
	Total	4240911	3077752	72.57	3077752	0	100.000	0.000
Public Non-Institutions	E-voting	9115898	902455	9.90	902455	0	100.000	0.000
	Poll	9115898	437132	4.80	437132	0	100.000	0.000
	Postal Ballot	9115898	0	0.00	0	0	0.000	0.000
	Total	9115898	1339587	14.70	1339587	0	100.000	0.000
Total		51391025	42451555	82.61	42451555	0	100	0.000

RESOLUTION - 2

Resolution required: (Ordinary/ Special)			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	38034216	38034216	100.00	38034216	0	100.000	0.000
	Poll	38034216	0	0.00	0	0	0.000	0.000
	Postal Ballot	38034216	0	0.00	0	0	0.000	0.000
	Total	38034216	38034216	100.00	38034216	0	100.000	0.000
Public Institutions	E-voting	4240911	3233032	76.23	3233032	0	100.000	0.000
	Poll	4240911	0	0.00	0	0	0.000	0.000
	Postal Ballot	4240911	0	0.00	0	0	0.000	0.000
	Total	4240911	3233032	76.23	3233032	0	100.000	0.000
Public Non-Institutions	E-voting	9115898	902455	9.90	902455	0	100.000	0.000
	Poll	9115898	437132	4.80	437132	0	100.000	0.000
	Postal Ballot	9115898	0	0.00	0	0	0.000	0.000
	Total	9115898	1339587	14.70	1339587	0	100.000	0.000
Total		51391025	42606835	82.91	42606835	0	100	0.000

RESOLUTION - 3

Resolution required: (Ordinary/ Special)			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	38034216	38034216	100.00	38034216	0	100.000	0.000
	Poll	38034216	0	0.00	0	0	0.000	0.000
	Postal Ballot	38034216	0	0.00	0	0	0.000	0.000
	Total	38034216	38034216	100.00	38034216	0	100.000	0.000
Public Institutions	E-voting	4240911	3088213	72.82	3088213	0	100.000	0.000
	Poll	4240911	0	0.00	0	0	0.000	0.000
	Postal Ballot	4240911	0	0.00	0	0	0.000	0.000
	Total	4240911	3088213	72.82	3088213	0	100.000	0.000
Public Non-Institutions	E-voting	9115898	902455	9.90	868388	34067	96.230	3.770
	Poll	9115898	437132	4.80	437132	0	100.000	0.000
	Postal Ballot	9115898	0	0.00	0	0	0.000	0.000
	Total	9115898	1339587	14.70	1305520	34067	97.460	2.540
Total		51391025	42462016	82.63	42427949	34067	99.92	0.080