## MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and Poll at the Annual General Meeting (AGM)

To

Mr. Sunil Haripant Pophale

The Chairman

of 10<sup>th</sup> Annual General Meeting (AGM) of the shareholders of Vadivarhe Speciality Chemicals Limited (having its Registered Office at GAT NO. 204, Vadivarhe Igatpuri 422403), held on Monday, 30<sup>th</sup> September, 2019 at The Gateway Hotel MIDC Ambad, Mumbai Agra Road, Nashik - 422010.

Re: Scrutinizer's Report on voting through Remote E-voting and Poll at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 23rd August, 2019 to conduct the following:
- (i) Remote e-voting process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) Poll at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 10<sup>th</sup> AGM held on Monday, 30<sup>th</sup> September, 2019.
  - B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Thursday, 26th September, 2019 (9:00 a.m.) and ended on Sunday, 29th September, 2019 at (5.00 p.m.) and the NSDL remote e-voting platform was unblocked thereafter.
  - C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.



- D. The Company had appointed NSDL for conducting the e-voting by the shareholders of the Company at the AGM. After the time fixed for closing of the poll by the Chairman, votes cast were 'closed'. The votes cast were unblocked in the presence of two witnesses on 30th September, 2019.
- E. The report on poll done at the AGM was generated by Mr. Abhishek Gupta (Authorised representative).
- F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of poll at the AGM of the Company held on 30<sup>th</sup> September, 2019, I have issued Scrutinizer's Report dated 30<sup>th</sup> September, 2019.

Date of AGM	30th September, 2019
Total number of shareholders on record date (i.e. as on Friday, 24 <sup>th</sup> September, 2019)	382
No. of shareholders present in the med	eting either in person or through proxy:
Promoter and Promoter group	2
Public	4
No. of shareholders attended the meet	ing through Video Conferencing:
	3.711
Promoter and Promoter group	Nil



## Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the Board's Report and the Auditors' Report thereon.

	- 20									
% of Votes against on votes polled (7)=[(5)/(2)]*100	0.00	0.00	0.00	0.00	00.00	0.00	33.33	0.00	2.86	0.04
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	0.00	100.00	100.00	0.00	00.00	0.00	66.67	100.00	97.14	96.96
No. of Votes - against (5)	0	0	0	0	0	0	3,000	0	3,000	3,000
No. of Votes - in favour (4)	0	80,38,000	80,38,000	0	0	0	000′9	000'96	1,02,000	81,40,000
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	0.00	84.27	84.27	0.00	0.00	00.00	0.28	2.96	3.24	63.70
No. of votes polled (2)	0	80,38,000	80,38,000	0	0	0	000'6	000'96	1,05,000	81,43,000
No. of shares held (1)	05 38 250	20,000,000		c	•		22 44 500	34,44,000		1,27,82,750
Mode of Voting	E-Voting	Poll	Total	E-Voting	Poll	Total	E-Voting	Poll	Total	Total
Category	December	Promoter Group		n 1.15.	rubiic- Institutions		n. L.E. Mar	rublic- Non Institutions		



Resolution Item No. 2 - Ordinary Resolution:

To appoint a Director in place of Ms. Meena Sunil Pophale (DIN: 00834085), who retires by rotation and being eligible offers herself for reappointment.

				% of Votes			of Votos in	0,70
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	95.38.250	0	0.00	0	0	0.00	0.00
Promoter Group	Poll		80,38,000	84.27	80,38,000	0	100.00	00.00
	Total		80,38,000	84.27	80,38,000	0	100.00	00.00
Public-	E-Voting	o	0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Total		0	00.00	0	0	0000	00.00
Public- Non	E-Voting	32 44 500	000′6	0.28	9000'9	3,000	66.67	33.33
Institutions	Poll	2001-11-0	000′96	2.96	000′96	0	100.00	0.00
	Total		1,05,000	3,24	1,02,000	3,000	97.14	2.86
	Total	1,27,82,750	81,43,000	63.70	81,40,000	3,000	96.66	0.04



Resolution Item No. 3 - Ordinary Resolution:

To appoint Auditors and to fix their remuneration and in this regard.

	,			N.						
% of Votes against on votes polled (7)=[(5)/(2)]*100	0.00	0.00	0.00	0.00	0.00	00.00	33.33	0.00	2.86	0.04
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	0.00	100.00	100.00	0.00	0.00	0.00	29:99	100.00	97.14	96'66
No. of Votes - against (5)	0	0	0	0	0	0	3,000	0	3,000	3,000
No. of Votes - in favour (4)	0	80,32,625	80,32,625	0	0	0	000′9	000′96	1,02,000	81,34,625
% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	0.00	84.21	84.21	0.00	0.00	00.00	0.28	2.96	3.24	63.66
No. of votes polled (2)	0	80,32,625	80,32,625	0	0	0	000′6	000'96	1,05,000	81,37,625
No. of shares held (1)	95.38.250	200/20		C	,		32 44 500	200/27/20		1,27,82,750
Mode of Voting	E-Voting	Poll	Total	E-Voting	Poll	Total	E-Voting	Poll	Total	Total
Category	Promoter and	Promoter Group		Public	Institutions		Public- Non	Institutions		



Resolution Item No. 4 - Special Resolution:

Approving Remuneration of Ms. Meena Sunil Pophale (DIN: 00834085) as Whole-Time Director.

9% of Votes in 9% of Votes favour on votes against on polled votes polled (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	0.00 00.00	100.00 0.00	100.00 0.00	0.00 0.00	0.00 0.00	00.0 0.00	66.67 33.33	100.00 0.00	97.14 2.86	96.96 0.04
No. of Votes - against (5)	0	0	0	0	0	0	3,000	0	3,000	3,000
No. of Votes - in favour (4)	0	80,38,000	80,38,000	0	0	0	000′9	000'96	1,02,000	81,40,000
% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	0.00	84.27	84.27	0.00	0.00	0.00	0.28	2.96	3.24	63.70
No. of votes polled (2)	0	80,38,000	80,38,000	0	0	0	000'6	000′96	1,05,000	81,43,000
No. of shares held (1)	95.38.250	and and as		0			32 44 500	and the		1,27,82,750
Mode of Voting	E-Voting	Poll	Total	E-Voting	Poll	Total	E-Voting	Poll	Total	Total
Category	Promoter and	Promoter Group	•	Public-	Institutions		Public- Non	Institutions		



Resolution Item No. 5 - Special Resolution:

Approving Remuneration of Mr. Sunil Pophale (DIN:-00064412) as Executive Director.

Category Voting (1) Ro. of No. of Polled on No. of Votes outstanding - in favour (3)=[(2)/(1)]* 100		p Poll 5,375 0.06	Total 5,375 0.06	Public- E-Voting 0 0.00 (	Institutions Poll 0 0.00 0	Total 0 0.00	Public- Non E-Voting 32 44 500 9,000 0.28 6,0	Poll 96,000 2.96	Total 1,05,000 3.24 1,02	1,27,82,750 1,10,375 0.86 1,07
Votes No. of Votes vour - against (5)	0 0	5,375 0	5,375 0	0 0	0 0	0	3,000	0 000'96	1,02,000 3,000	1,07,375 3,000
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	00:00	100.00	100.00	0.00	0.00	00.0	29:99	100.00	97.14	97.28
% of Votes against on votes polled (7)=[(5)/(2)]*100	0.00	0.00	00.00	0.00	00.00	00.00	33.33	00.00	2.86	2.72



Resolution Item No. 6 - Special Resolution:

Approving Remuneration of Mr. Pramod Waman Gajare (DIN: 07932725) as Whole-Time Director.

No. of Polled on Polled on votes votes outstanding polled (2) shares $(3)=[(2)/(1)]*100$ No. of Votes No. of Votes in $\%$ of Votes in $\%$ of Votes against on votes against on votes polled $\%$ in favour $\%$ in $\%$	00.00 0 0 0.00 0 0.00	80,32,625 84.21 80,32,625 0 100.00 0.00	80,32,625 84.21 80,32,625 0 100.00 0.00	00.0 0 0 0.00 0	00.0 0.00 0 0.00 0.00	00.0 0.00 0 0.00 0.00	9,000 0.28 6,000 3,000 66.67 33.33	96,000 2.96 96,000 0 100.00 0.00	1,05,000 3.24 1,02,000 3,000 97.14 2.86	
	00:0			0.00	0.00	00.00				63.66
No. of No. of shares held votes (1) polled	95.38.250		80,32,6	0	0	0	32 44 500		1,05,0	1.27.82.750 81.37.625
Mode of Voting	E-Voting	Poll	Total	E-Voting	Poll	Total	E-Voting	Poll	Total	
Category	Promoter and	Promoter Group		Public-	Institutions		Public- Non	Institutions		



- G. All the aforesaid resolutions were passed with requisite majority.
- H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Poll facilitated at the AGM venue.

Thanking you,

For Makarand M. Joshi & Co.,

Practicing Company Secretaries

Kumudini Bhalerao

Partner

CP No. 6690 Place: Mumbai

Date: 30th September, 2019

For Vadivarhe Speciality Chemicals Limited

Sunil Haripant Pophale

Chairman

DIN: 00064412 Place: Nashik

Date: 30th September, 2019