

# 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 23<sup>rd</sup> 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, 26<sup>th</sup> September, 2019 (9:00 a.m.) and ended on Sunday, 29<sup>th</sup> 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 30<sup>th</sup> 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.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95,38,250	0	0.00	0	0	0.00	0.00
	Poll		80,38,000	84.27	80,38,000	0	100.00	0.00
	Total		80,38,000	84.27	80,38,000	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	32,44,500	9,000	0.28	6,000	3,000	66.67	33.33
	Poll		96,000	2.96	96,000	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	99.96	0.04



**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 re-appointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95,38,250	0	0.00	0	0	0.00	0.00
	Poll		80,38,000	84.27	80,38,000	0	100.00	0.00
	Total		80,38,000	84.27	80,38,000	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	32,44,500	9,000	0.28	6,000	3,000	66.67	33.33
	Poll		96,000	2.96	96,000	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	99.96	0.04





**Resolution Item No. 3 - Ordinary Resolution:**

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95,38,250	0	0.00	0	0	0.00	0.00
	Poll		80,32,625	84.21	80,32,625	0	100.00	0.00
	Total		80,32,625	84.21	80,32,625	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	32,44,500	9,000	0.28	6,000	3,000	66.67	33.33
	Poll		96,000	2.96	96,000	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	81,37,625	63.66	81,34,625	3,000	99.96	0.04



**Resolution Item No. 4 - Special Resolution:**

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95,38,250	0	0.00	0	0	0.00	0.00
	Poll		80,38,000	84.27	80,38,000	0	100.00	0.00
	Total		80,38,000	84.27	80,38,000	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	32,44,500	9,000	0.28	6,000	3,000	66.67	33.33
	Poll		96,000	2.96	96,000	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	99.96	0.04





**Resolution Item No. 5 - Special Resolution:**

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95,38,250	0	0.00	0	0	0.00	0.00
	Poll		5,375	0.06	5,375	0	100.00	0.00
	Total		5,375	0.06	5,375	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	32,44,500	9,000	0.28	6,000	3,000	66.67	33.33
	Poll		96,000	2.96	96,000	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	1,10,375	0.86	1,07,375	3,000	97.28	2.72



**Resolution Item No. 6 - Special Resolution:**

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95,38,250	0	0.00	0	0	0.00	0.00
	Poll		80,32,625	84.21	80,32,625	0	100.00	0.00
	Total		80,32,625	84.21	80,32,625	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	32,44,500	9,000	0.28	6,000	3,000	66.67	33.33
	Poll		96,000	2.96	96,000	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	81,37,625	63.66	81,34,625	3,000	99.96	0.04






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.

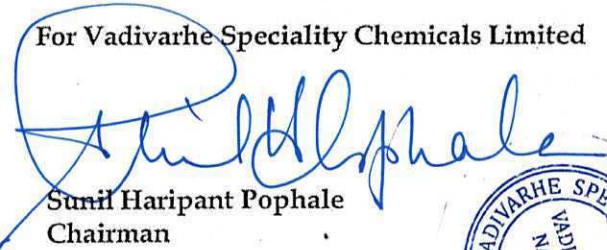
Thanking you,

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

