



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 48th Annual General Meeting of
Vipul Organics Limited
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West),
Mumbai- 400053

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting done by members of the Company through "Remote E- Voting process" and "e-voting process" at 48th Annual General Meeting held on 30th September, 2020.

I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of **Vipul Organics Limited** ('the Company') in its meeting held on 21st August, 2020 for the purpose of scrutinizing the voting done through remote e-voting process and the e - voting process at the 48th Annual General Meeting (AGM) of the Company held on 30th September, 2020, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 6 in the Notice of the 48th Annual General Meeting (AGM) of the members of the Company dated 21st August, 2020.

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ('Circulars'), the 48th AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the e-voting at the 48th AGM on the resolutions contained in the said notice of 48thAGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and e-voting conducted at the 48th AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility i.e. remote e-voting facility and e-voting facility during the 48th AGM.
3. The Notice of the 48th AGM dated 21st August, 2020 was sent to the members through e-mail on 8th September, 2020. The said notice was sent on the basis of Register of Members / List of Beneficial Owners of the Company as on 4th September, 2020.





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and as required under said Circulars, the Company has published advertisement about having dispatch of the notice of 48th AGM and providing remote e-voting facility and e-voting facility at the 48th AGM in the Marathi newspaper "The Global Times" and in the English newspaper "Business Standard" on 7th September, 2020.
5. The voting rights of members were considered in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Wednesday, 23rd September, 2020.
6. In terms of the aforesaid Notice, the remote e-voting was kept open for 3 (three) days i.e. from Sunday, 27th September, 2020 (09:00 a.m.) to Tuesday, 29th September, 2020 (5:00 p.m.). The members cast their votes electronically on remote e-voting platform provided by Central Depository Services (India) Limited (CDSL). The shareholders who were present at the 48th AGM of the Company through VC / OAVM and had not voted through remote e-voting process were allowed to cast their votes through e-voting system provided by the CDSL during the 48th AGM.
7. The summary of the voting through remote e-voting facility and e-voting process at 48th AGM are as under:





Resolution No. 1:

Resolution Required: (Ordinary)			Ordinary Resolutions for adoption of					
			(a) Standalone Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2020 together with the Reports of Board of Directors and Auditors thereon; and					
			(b) Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2020 together with Report of the Auditors thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid 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
Promoter and Promoter group	Remote E-Voting	6035100	5548600	91.9388	5548600	0	100.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		6035100	5548600	91.9388	5548600	0	100.0000
Public-Institutions	Remote E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		100	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3514300	1149788	32.7174	1149787	1	99.9999	0.0001
	Poll/E-voting at AGM		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot							
	TOTAL		3514300	1149789	32.7174	1149788	1	99.9999
TOTAL		9549500	6698389	70.1439	6698388	1	99.9999	0.0001

Invalid votes: NIL

Result: The resolution is passed with requisite majority.





Resolution No. 2:

Resolution Required: (Ordinary)			Ordinary Resolution for declaration of dividend of Re. 0.80 (8%) per share on the Equity Shares of Rs. 10/- each for the Financial Year ended 31 st March, 2020.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid 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
Promoter and Promoter group	Remote E-Voting	6035100	5548600	91.9388	5548600	0	100.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		6035100	5548600	91.9388	5548600	0	100.0000
Public-Institutions	Remote E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		100	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3514300	1149788	32.7174	1149787	1	99.9999	0.0001
	Poll/E-voting at AGM		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot							
	TOTAL		3514300	1149789	32.7174	1149788	1	99.9999
TOTAL		9549500	6698389	70.1439	6698388	1	99.9999	0.0001

Invalid votes: NIL

Result: The resolution is passed with requisite majority.





Resolution No. 3:

Resolution Required: (Ordinary)			Ordinary Resolution for appointment of a Director in place of Mr. Vipul P. Shah (DIN: 00181636), who retired by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid 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
Promoter and Promoter group	Remote E-Voting	6035100	5548600	91.9388	5548600	0	100.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		6035100	5548600	91.9388	5548600	0	100.0000
Public-Institutions	Remote E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		100	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3514300	1149788	32.7174	1149787	1	99.9999	0.0001
	Poll/E-voting at AGM		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot							
	TOTAL		3514300	1149789	32.7174	1149788	1	99.9999
TOTAL		9549500	6698389	70.1439	6698388	1	99.9999	0.0001

Invalid votes: NIL

Result: The resolution is passed with requisite majority.





Resolution No. 4:

Resolution Required: (Ordinary)			Ordinary Resolution for appointment of Mr. Mihir V. Shah (DIN: 05126125) as a Director of the Company.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid 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
Promoter and Promoter group	Remote E-Voting	6035100	69000	1.1433	69000	0	100.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		6035100	69000	1.1433	69000	0	100.0000
Public-Institutions	Remote E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		100	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3514300	1149788	32.7174	1149787	1	99.9999	0.0001
	Poll/E-voting at AGM		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot							
	TOTAL		3514300	1149789	32.7174	1149788	1	99.9999
TOTAL		9549500	1218789	12.7629	1218788	1	99.9999	0.0001

Invalid votes: NIL

Result: The resolution is passed with requisite majority.





Resolution No. 5:

Resolution Required: (Special)			Special Resolution for appointment of Mr. Mihir V. Shah (DIN: 05126125) as Whole-Time Director of the Company for a period of 5 years w.e.f. 1 st April, 2020.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of valid 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
Promoter and Promoter group	Remote E-Voting	6035100	69000	1.1433	69000	0	100.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		6035100	69000	1.1433	69000	0	100.0000
Public-Institutions	Remote E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		100	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3514300	1149788	32.7174	1149787	1	99.9999	0.0001
	Poll/E-voting at AGM		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot							
	TOTAL		3514300	1149789	32.7174	1149788	1	99.9999
TOTAL		9549500	1218789	12.7629	1218788	1	99.9999	0.0001

Invalid votes: NIL

Result: The resolution is passed with requisite majority.





Resolution No. 6:

Resolution Required: (Special)			Special Resolution for approval of the continuation of Directorship of Dr. Shiv Nath Sahai (DIN: 00332652) as Non-Executive Director of the Company.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid 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
Promoter and Promoter group	Remote E-Voting	6035100	5548600	91.9388	5548600	0	100.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		6035100	5548600	91.9388	5548600	0	100.0000
Public-Institutions	Remote E-Voting	100	0	0.0000	0	0	0.0000	0.0000
	Poll/E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	TOTAL		100	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	3514300	1149788	32.7174	1149787	1	99.9999	0.0001
	Poll/E-voting at AGM		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot							
	TOTAL		3514300	1149789	32.7174	1149788	1	99.9999
TOTAL		9549500	6698389	70.1439	6698388	1	99.9999	0.0001

Invalid votes: NIL

Result: The resolution is passed with requisite majority.





The relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company Secretary for safe keeping.

For M Baldeva Associates
Company Secretaries



CS Manish Baldeva
Proprietor

M. No. FCS 6180;

C.P. No. 11062

UDIN: F006180B000823491

Place: Thane
Date: 30th September, 2020

Countersigned by

For Vipul Organics Limited

Chairman/Authorised Signatory

