

MAKARAND M. JOSHI & CO.

Company Secretaries

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

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

To
Mr. Sunil Haripant Pophale
Chairman

of 9th 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 Thursday, 2nd August, 2018 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 30th May, 2018 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 9th AGM held on Thursday, 2nd August, 2018.
- 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 Sunday, 29th July, 2018 at 9.00 a.m. and ended on Wednesday, 01st August, 2018 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. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 3rd August, 2018.
- E. 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 2nd August, 2018.
- F. The report on poll done at the AGM was generated in my presence along with Mr. Saurabh Agarwal and Ms. Sushmita Mishra.
- G. On the basis of the votes exercised by the shareholders of the Company by way of poll at the AGM of the Company held on 2nd August, 2018, I have issued Scrutinizer's Report dated 3rd August, 2018.



Date of AGM	2 nd August, 2018
Total number of shareholders on record date (i.e. as on Friday, 27 th July, 2018)	464
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	3
Public	5
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	0
Public	0



Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2018 together with the Board's Report and the Auditor's 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	94,93,250	0	0	0	0	0	0
	Poll		94,93,000	99.99	94,93,000	0	100	0
	Total		94,93,000	99.99	94,93,000	0	100	0
Public- Institutions	E-Voting	3,79,210	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	29,10,290	6,000	0.21	6,000	0	100	0
	Poll		1,64,625	5.66	1,64,625	0	100	0
	Total		1,70,625	5.86	1,70,625	0	100	0
	Total	1,27,82,750	96,63,625	75.60	96,63,625	0	100	0



Resolution Item No. 2 - Ordinary Resolution:

To appoint a Director in place of Mr. Sunil Haripant Pophale (DIN: 00064412), who retires by rotation and being eligible offers himself 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	94,93,250	0	0	0	0	0	0
	Poll		94,93,000	99.99	94,93,000	0	100	0
	Total		94,93,000	99.99	94,93,000	0	100	0
Public-Institutions	E-Voting	3,79,210	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	29,10,290	6,000	0.21	6,000	0	100	0
	Poll		1,64,625	5.66	1,64,625	0	100	0
	Total		1,70,625	5.86	1,70,625	0	100	0
	Total	1,27,82,750	96,63,625	75.60	96,63,625	0	100	0



Resolution Item No. 3 - Ordinary Resolution:

To appoint Mr. Rahul Durgaprasad Asthana (DIN: 00234247) as an Independent Director of the Company

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	94,93,250	0	0	0	0	0	0
	Poll		94,93,000	99.99	94,93,000	0	100	0
	Total		94,93,000	99.99	94,93,000	0	100	0
Public-Institutions	E-Voting	3,79,210	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	29,10,290	6,000	0.21	6,000	0	100	0
	Poll		1,64,625	5.66	1,64,625	0	100	0
	Total		1,70,625	5.86	1,70,625	0	100	0
	Total	1,27,82,750	96,63,625	75.60	96,63,625	0	100	0



Resolution Item No. 4 - Special Resolution:

To appoint Mr. Pramod Waman Gajare (DIN: 07932725) as an Executive Director of the Company and fix his remuneration

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	94,93,250	0	0	0	0	0	0
	Poll		94,93,000	99.99	94,93,000	0	100	0
	Total		94,93,000	99.99	94,93,000	0	100	0
Public-Institutions	E-Voting	3,79,210	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	29,10,290	6,000	0.21	6,000	0	100	0
	Poll		1,64,625	5.66	1,64,625	0	100	0
	Total		1,70,625	5.86	1,70,625	0	100	0
	Total	1,27,82,750	96,63,625	75.60	96,63,625	0	100	0



