# MEGHMANI
## ORGANICS LIMITED

CORPORATE OFFICE : "MEGHMANI HOUSE", SHREE NIVAS SOCIETY, PALDI, AHMEDABAD-380 007. (INDIA)
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Site : www.meghmani.com CIN : L24110GJ1995PLC024052

29th July, 2015

| | |
|---|---|
| **To**<br>**The Assistant Vice President**<br>**National Stock Exchange of India Ltd.**<br>Exchange Plaza, 5th floor,<br>Plot No. C/1, G Block,<br>Bandra-Kurla Complex,<br>Bandra (E) Mumbai - 400 051 | **To**<br>**Mr. Marian Dsouza**<br>**Bombay Stock Exchange Ltd.**<br>Phiroze Jeejeebhoy Towers,<br>25th Floor,<br>Dalal Street, Bombay - 400 001 |

Dear Sir/Madam,

**Sub:- Scrutinizer's Report :- AGM held on 27.07.2015**

We forward herewith the Scrutinizer's report Dated July 29, 2015 received from Khandwala & Khandwala, Chartered Accountant on the result of the voting through electronic system and physical mode in respect of all resolutions set out in the Notice of AGM dated 22 May, 2015.

Thanking you.

**Yours faithfully,**
**For Meghmani Organics Limited**

**K D Mehta**
**Company Secretary**

MEGHMANI ORGANICS LTD. AHMEDABAD

To,
The Chairman,
Meghmani Organics Ltd.
184, Phase II, GIDC Vatava,
Ahmedabad, 382 445

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provision of Section 108 of the Companies Act,2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules,2014 and the physical ballot forms received from the shareholders who do not have access to e-voting:**

I Mukesh khandwala of Khandwala & Khandwala Chartered Accountants, had been appointed as the Scrutinizer by the Board of Directors of Meghmani Organics Limited,(Company) pursuant to Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rule,2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Twenty First Annual General Meeting of the Company to be held on July 27,2015.

The Notice dated May 22, 2015 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts Section 102 of the Companies Act,2013 were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Company to be held on July 27,2015.

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The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company had also provided facility of voting by physical ballot papers to the Members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of July 20,2015 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the Notice of the 21st AGM of Equity Shareholders of the Company.

The Voting period for e-voting commenced on Friday, July 24,2015 at 09.00 AM and ended on Sunday, June 26,2015 at 5:00PM and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered by ballot forms.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act,2013and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the AGM for the resolutions contained in the Notice to the 21st AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and for Ballot by data received from Link Intime (India) Pvt. Ltd. (Ragistar).

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Based on the aforesaid result, Six Ordinary Resolution as contained in Item No. 1 to Item No.6 of the Notice dated 22nd May,2015, have been passed with requisite majority.

I submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions as per **Annexure 1.**

The Electronic data and all other relevant record relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

**FOR, KHANDWALA & KHANDWALA**
**CHARTERED ACCOUNTANTS**
**FRN 107647W**

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**(M. M. KHANDWALA)**
**P A R T N E R**
**M.NO. 32472**

**PLACE: AHMEDABAD**
**DATE : 29th JULY,2015**

**Resolution No:1 Adoption of Audited Stand alone and Consolidated Financial Statements for the Financial year ended on 31st March, 2015 and the Report of Directors and Auditors thereon.**

| | Voted in Favour of Resolution | | | Voted in against Resolution | | | | |
|---|---|---|---|---|---|---|---|---|
| | No. of Members voted through Electroninc Voting system and Physical mode by Ballot (1) | No. of Votes Cast (2) | % of total number of valid votes(3) | No. of Members voted through Electroninc Voting system and Physical mode by Ballot(4) | No. of Votes Cast (5) | % of total number of valid votes(6) | No. of Members voted through Electroninc Voting system and Physical mode by Ballot(7=1+4) | Total Number of Votes Polled through Electroninc Voting system and Physical mode by Ballot(8=2+5) |
| E-voting | 83 | 128249439 | 99.99998% | 1 | 25 | 0.00002% | 84 | 128249464 |
| Physical | 30 | 146800 | 99.76215% | 1 | 350 | 0.23785% | 31 | 147150 |

**Resolution No:2 Re-appointment of Mr. Jayaraman Vishwanathan, Director as an Independent Director for a period of five (5) years.**

| | Voted in Favour of Resolution | | | Voted in against Resolution | | | | |
|---|---|---|---|---|---|---|---|---|
| | No. of Members voted through Electroninc Voting system and Physical mode by Ballot | No. of Votes Cast | % of total number of valid votes | No. of Members voted through Electroninc Voting system and Physical mode by Ballot | No. of Votes Cast | % of total number of valid votes | No. of Members voted through Electroninc Voting system and Physical mode by Ballot | Total Number of Votes Polled through Electroninc Voting system and Physical mode by Ballot |
| E-voting | 82 | 128249189 | 99.99979% | 2 | 275 | 0.00021% | 84 | 128249464 |
| Physical | 30 | 146800 | 99.76215% | 1 | 350 | 0.23785% | 31 | 147150 |

**Resolution No:3 Re-appointment of Mr. Kantibhai Patel, Director as an Independent Director for a period of five (5) years.**

| | Voted in Favour of Resolution | | | Voted in against Resolution | | | | |
|---|---|---|---|---|---|---|---|---|
| | No. of Members voted through Electroninc Voting system and Physical mode by Ballot | No. of Votes Cast | % of total number of valid votes | No. of Members voted through Electroninc Voting system and Physical mode by Ballot | No. of Votes Cast | % of total number of valid votes | No. of Members voted through Electroninc Voting system and Physical mode by Ballot | Total Number of Votes Polled through Electroninc Voting system and Physical mode by Ballot |
| E-voting | 82 | 128249189 | 99.99979% | 2 | 275 | 0.00021% | 84 | 128249464 |
| Physical | 30 | 146800 | 99.76215% | 1 | 350 | 0.23785% | 31 | 147150 |

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**Resolution No:4 Appointment of Statutory Auditor and Joint Auditor and to fix their remuneration.**

| | Voted in Favour of Resolution | | | Voted in against Resolution | | | | |
|---|---|---|---|---|---|---|---|---|
| | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot (1)** | **No. of Votes Cast (2)** | **% of total number of valid votes(3)** | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot(4)** | **No. of Votes Cast (5)** | **% of total number of valid votes(6)** | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot(7=1+4)** | **Total Number of Votes Polled through Electroninc Voting system and Physical mode by Ballot(8=2+5)** |
| E-voting | 83 | 128249439 | 99.99998% | 1 | 25 | 0.00002% | 84 | 128249464 |
| Physical | 30 | 146800 | 99.76215% | 1 | 350 | 0.23785% | 31 | 147150 |

**Resolution No:5 Appointment of Ms. Urvashi Shah as Non Executive, Independent Woman Director.**

| | Voted in Favour of Resolution | | | Voted in against Resolution | | | | |
|---|---|---|---|---|---|---|---|---|
| | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot** | **No. of Votes Cast** | **% of total number of valid votes** | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot** | **No. of Votes Cast** | **% of total number of valid votes** | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot** | **Total Number of Votes Polled through Electroninc Voting system and Physical mode by Ballot** |
| E-voting | 83 | 128249439 | 99.99998% | 1 | 25 | 0.00002% | 84 | 128249464 |
| Physical | 30 | 146800 | 99.76215% | 1 | 350 | 0.23785% | 31 | 147150 |

**Resolution No:6 To Ratify payment of remuneration to Cost Auditors for the financial year 2015-16.**

| | Voted in Favour of Resolution | | | Voted in against Resolution | | | | |
|---|---|---|---|---|---|---|---|---|
| | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot** | **No. of Votes Cast** | **% of total number of valid votes** | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot** | **No. of Votes Cast** | **% of total number of valid votes** | **No. of Members voted through Electroninc Voting system and Physical mode by Ballot** | **Total Number of Votes Polled through Electroninc Voting system and Physical mode by Ballot** |
| E-voting | 83 | 128249439 | 99.99998% | 1 | 25 | 0.00002% | 84 | 128249464 |
| Physical | 30 | 146800 | 99.76215% | 1 | 350 | 0.23785% | 31 | 147150 |

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