



# Smruthi Organics Limited

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Date: 30-07-2019

To  
Corporate Relation Department  
BSE Limited  
P. J. Tower, Dalal Street,  
Mumbai - 400 001.

To  
Listing Department  
Metropolitan Stock Exchange of India Ltd  
4th floor, Vibgyor tower,  
Opposite Trident Hotel

Bandra-Kurla Complex, Mumbai - 400098

Scrip Code: BSE - 540686

MSEI Symbol: SMRUTHI

### Sub: Submission of Scrutinizer Report

Respected Sir/Madam,

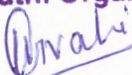
We are enclosing along with this letter, Combined Scrutinizer Report for e-voting and Poll issued & certified by Mr. H. R. Thakur, Practicing Company Secretaries, who was appointed as Scrutinizer for Company Annual General Meeting held on Monday, 29<sup>th</sup> July, 2019.

Kindly take the same on your record & oblige.

Thanking you,

Yours faithfully,

For Smruthi Organics Limited

  
Urvashi D. Khanna  
Company Secretary & Compliance Officer





H. R. THAKUR

M.Com, LLM, MBA(Pittsburg)

FCS, Grad. CWA

305/306 Happiness, City of Joy

J. S. Dossa Marg, Mulund (w)

Mumbai 400080

Mobile: 9322 213 056

**CONSOLIDATED SCRUTINIZER'S REPORT**

{Pursuant to Section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of the 30<sup>th</sup> Annual General Meeting of equity shareholders of Smruthi Organics Limited (CIN: L24119PN1989PLC052562) held on Monday, 29<sup>th</sup> July, 2019 at 12.30 p.m. at Hotel City Park, (Shamiyana Hall), 119 Murarji Peth Opp. Hutatma Chowk, Solapur – 413 001.


Dear Sir,

I, H. R. Thakur, Practicing Company Secretary, Mumbai, was appointed by the Board of Directors of Smruthi Organics Limited ('the Company') as the Scrutinizer for conducting remote e-voting and physical voting process at the 30<sup>th</sup> Annual General meeting ('AGM') of the Company held on Monday, 29<sup>st</sup> July, 2019.

The Company had provided the facility of remote e-voting to all the equity shareholders and the facility of voting through physical ballot papers at AGM ('poll') to those Equity shareholders who had attended AGM in person or by proxy or by authorized representative and had not cast their votes electronically on the resolutions contained in the notice of AGM.

My responsibility as the Scrutinizer for remote e-voting and poll is restricted to ascertaining the voting processes and make Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the notice of AGM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder in respect of resolutions contained in the notice of the AGM of the Company.

  
H. R. THAKUR  
F.C.S. 2090 C.P. 3193



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Further to the above, I submit my report as under:-

- i. The equity shareholders of the Company as on the "cut-off" date i.e. 18<sup>th</sup> July, 2019 were entitled to vote on the resolutions 1 to 9 as set out in the notice.
- ii. The Remote e-voting period commenced on Friday, 26<sup>th</sup> July, 2019 at 9.00 a.m. (IST) and ended on Sunday, 28<sup>th</sup> July, 2019 at 5.00 p.m. (IST).
- iii. On 28<sup>th</sup> July, 2019 after the end of Remote e-voting period, limited information stating number of folios voted was generated from the portal of Central Depository Securities (India) Limited ('CDSL').
- iv. After the Chairman announced the poll, one separate ballot box kept for polling was locked in my presence with due identification marks placed by me. The voting facility was made available to those equity shareholders who had attended the AGM in person or by proxy or by authorized representative and had not cast their votes electronically on the resolutions contained in the notice of the AGM.
- v. The locked ballot box was opened and the polling papers were diligently scrutinized and reconciled with the records maintained by the Company and Adroit Corporate Services Pvt. Limited, Registrar and Transfer Agents ('RTA') of the Company and the authorisations lodged with the Company.
- vi. The ballot papers which were incomplete and / or which were otherwise found defective have been treated invalid and kept separately.
- vii. The votes cast through Remote e-voting were subsequently unblocked in the presence of the witnesses. They have signed below in the confirmation.

Mr. Sohan Ranade

Ms. Tejaswi Zope

H. R. THAKUR  
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Based on the report of remote e-voting generated from the portal of CDSL and report of poll generated with the assistance of RTA, the consolidated result of the voting at AGM is as under:-

**Ordinary Business:**

**Item No. 1**

**Ordinary Resolution:** To consider and adopt Audited Financial Statements, and Reports of Directors and Auditors and Cash Flow Statement for the year ended 31st March, 2019.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
**H. R. THAKUR**  
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Item No. 2

**Ordinary Resolution:** Declaration of dividend of Rs 2/- per share (20%) of the nominal value of Rs 10/- each for the year ended 31<sup>st</sup> March, 2019.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>


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Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
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Item No. 3

**Ordinary Resolution:** Appointment of Mrs. E. Vaishnavi (DIN 00033669) who retires by rotation and being eligible offers herself for re-appointment.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
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**Special Business:**

Item No. 4

**Ordinary Resolution:** Ratification of remuneration of Rs. 30000/- plus GST payable to Cost Auditors for FY 19-20.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>

**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

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Item No. 5

**Special Resolution:** Revision in remuneration of Mr E. Purushotham , Managing Director with effect from 01st October, 2018 during the remaining period of his appointment i.e upto 31<sup>st</sup> March, 2022.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	8	2401597	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>17</b>	<b>2410263</b>	<b>100.00</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	1	85	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>1</b>	<b>85</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
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Item No. 6

**Special Resolution:** Re-appointment of Mr. J. H. Ranade as Independent Director for a second term of five years.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
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Item No. 7

**Special Resolution:** Re-appointment of Mr. K. R. Dhole as Independent Director for a second term of five years.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
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Item No. 8

**Special Resolution:** Re-appointment of Dr. K. Ramaswamy as Independent Director for a second term of five years.

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	9	2401682	100.00
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>18</b>	<b>2410348</b>	<b>100.00</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	0	0	0
Physical Ballots at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Invalid / Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
**H. R. THAKUR**  
F.C.S. 2090 C.P. 3193



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Item No. 9

**Special Resolution:** Waiver of excess remuneration paid to Mr E. Purushotham, Managing Director during the financial years 2010-11, 2011-12, 2012-13 & 2013-14

**Voted in favour of the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	7	873087	99.99
Physical Ballots at AGM	9	8666	100.00
<b>Total</b>	<b>16</b>	<b>881753</b>	<b>99.99</b>


**Voted against the resolution:**

Type of voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	1	85	0.01
Physical Ballots at AGM	0	0	0.00
<b>Total</b>	<b>1</b>	<b>85</b>	<b>0.01</b>

**Invalid/ Abstained votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	0	0
Physical Ballots at AGM	3	113
<b>Total</b>	<b>3</b>	<b>113</b>

The resolution was passed with requisite majority.

  
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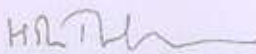
Mobile: 9322 213 056

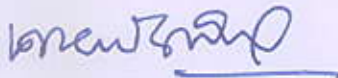
Note: \*Percentage beyond 2 decimal points ignored under Rounding off.

The ballot papers and all other relevant records will be handed over to the Company Secretary in due course of time.

Date: 30<sup>th</sup> July, 2019

Place: Mumbai

  
H. R. THAKUR  
F.C.S. 2090 C.P. 3193



E. Purushotham

Chairman & Managing Director

Smruthi Organics Limited