

**CS H. R. THAKUR**  
M.Com, LL.M, MBA(Pittsburg)  
FCS, Grad. CWA

305/306 Happiness, City of Joy  
J. S. Dossa Marg, Mulund (W)  
Mumbai 400080  
Mobile: 9322 213 056

**CONSOLIDATED SCRUTINISER'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 28<sup>th</sup> Annual General Meeting of Equity share holders of Smruthi Organics Limited on Monday, 4<sup>th</sup> September, 2017 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 electronic as well as physical voting process at the 28<sup>th</sup> Annual General meeting ('AGM') of the Company held on Monday, 4<sup>th</sup> September, 2017.

My responsibility as the Scrutinizer 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 there under relating to voting on the resolutions contained in the notice of the AGM of the Company.


Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had provided Remote e-voting facility with the detailed procedure and instructions contained in the Notice of the AGM. The Company had also provided voting facility by physical ballots at AGM to those shareholders who were present at the meeting personally or by proxy and have not voted electronically.

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

- i. The Equity share holders of the Company as on the "cut-off" date i.e. Wednesday, 30<sup>th</sup> August, 2017 were entitled to vote on the resolutions no's 1 to 6 as set out in the notice.
- ii. The Remote e-voting period commenced on Friday, 1<sup>st</sup> September, 2017 at 9.00 a.m. (IST) and ended on Sunday, 3<sup>rd</sup> September, 2017 at 5.00 p.m. (IST).
- iii. On 3<sup>rd</sup> September, 2017 after the end of Remote e-voting period, limited information report containing folio number, name and number of shares held etc. except votes cast by the members who voted electronically was generated from the portal of Central Depository Services Limited ('CDSL').
- iv. For the purpose of physical voting at AGM, one separate ballot box locked in my presence with due identification marks placed by me was kept for polling. The voting facility was made available to those Equity shareholders who had attended the AGM in Person or by Proxy and not voted earlier through Remote e-voting.
- v. The locked ballot box was opened and votes cast through Remote e-voting were unblocked after conclusion of AGM in the presence of two witnesses, Mr. Sohan Ranade and Ms. Krutika Thakker who are not in the employment of the Company. They have signed below in the confirmation.

  
Sohan Ranade

  
Ms. Krutika Thakker

- vi. The ballot papers were diligently scrutinized and reconciled with the records maintained by the Company and Adroit Corporate Services Pvt. Limited, Registrar and Transfer Agents ('R&T').
- vii. The ballot papers which were incomplete and / or which were otherwise found defective have been treated invalid and kept separately.

  
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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 R&T, the combined 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 financial year ended 31<sup>st</sup> March, 2017.

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	2401300	100
Ballot at AGM	20	60479	100
Total	27	2461779	100

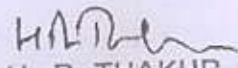
Voted against the resolution:

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
Ballot at AGM	0	0	0
Total	0	0	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	--	--
Ballot at AGM	1	100
Total	1	100

The resolution was passed with requisite majority.

  
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Item No. 2

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	7	2401300	100
Ballot at AGM	20	60479	100
Total	27	2461779	100

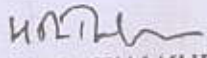
Voted against the resolution:

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
Ballot at AGM	0	0	0
Total	0	0	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	--	--
Ballot at AGM	1	100
Total	1	100

The resolution was passed with requisite majority.

  
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**Item No. 3**

Ordinary Resolution: Appointment of M/s N. R. Waghchaure & Associates, Chartered Accountants, Solapur as Statutory Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of 33<sup>rd</sup> Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

**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	2401300	100
Ballot at AGM	20	60479	100
Total	27	2461779	100

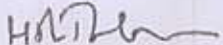
**Voted against the resolution:**

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
Ballot at AGM	0	0	0
Total	0	0	0

**Invalid votes:**

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	--	--
Ballot at AGM	1	100
Total	1	100

The resolution was passed with requisite majority.

  
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**Special Business:**

Item No. 4

Ordinary Resolution: To ratify and approve remuneration payable to M/s Shrinivas Daddi & Associates as Cost Auditor for conducting the audit of the cost records for the financial year 2017- 18.

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	2401300	100
Ballot at AGM	20	60479	100
<b>Total</b>	<b>27</b>	<b>2461779</b>	<b>100</b>

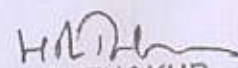
Voted against the resolution:

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
Ballot at AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	--	--
Ballot at AGM	1	100
<b>Total</b>	<b>1</b>	<b>100</b>

The resolution was passed with requisite majority.

  
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Item No. 5

Special Resolution: To appoint Mr. E. Purushotham as Managing Director of the Company for the period of five years from 1<sup>st</sup> April, 2017 to 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	7	2401300	100
Ballot at AGM	20	60479	100
Total	27	2461779	100

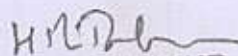
Voted against the resolution:

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
Ballot at AGM	0	0	0
Total	0	0	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	--	--
Ballot at AGM	1	100
Total	1	100

The resolution was passed with requisite majority.

  
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Item No. 6

Special Resolution: To appoint Mr.E. Swapnil, as Executive Director and Chief Financial Officer(CFO) of the Company for the period of 5 years from 1<sup>st</sup> June, 2017 to 31<sup>st</sup> May, 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	7	2401300	100
Ballot at AGM	20	60479	100
Total	27	2461779	100

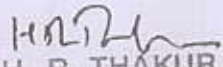
Voted against the resolution:

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
Ballot at AGM	0	0	0
Total	0	0	0

Invalid votes:

Type of voting	Number of Members voted	Total number of votes cast by them
Remote E-voting	--	--
Ballot at AGM	1	100
Total	1	100

The resolution was passed with requisite majority.

  
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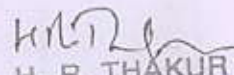


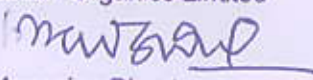
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The ballot papers and all other relevant records will be handed over to the Company Secretary in due course of time.

Date: 5<sup>th</sup> September 2017  
Place: Mumbai

  
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For Smruthi Organics Limited  
  
Chairman & Managing Director