

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

35th Annual General Meeting of the Equity shareholders of Smruthi Organics Limited held on Saturday, 14th September, 2024 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') at 12.30 P.M. (IST)

Dear Sir,

I, H. R. Thakur, Practising Company Secretary, Mumbai, was appointed by the Board of Directors of Smruthi Organics Limited - CIN: L24119PN1989PLC052562 ('the Company') as the Scrutinizer at the 35th Annual General Meeting of the Company held on Saturday, 14th September, 2024 at 12.30 P.M. (IST) ('AGM') to scrutinize the remote e-voting and e-voting at the AGM

My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to 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 relating to voting on the resolutions contained in the notice of the AGM.

The Company had provided the facility of remote e-voting to all the eligible shareholders and the facility of e-voting during the AGM to those eligible shareholders who attended the meeting through VC /OAVM and have not voted earlier through remote e-voting.

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. Friday, 06th September, 2024 were entitled to vote on the resolution nos 1 to 7 as set out in the notice of AGM.


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- ii. The remote e-voting period commenced on Wednesday, 11th September, 2024 at 09:00 A.M. (IST) and ended on Friday, 13th September, 2024 at 05:00 P.M. (IST).
- iii. On Friday, 13th September, 2024 after the end of the remote e-voting period, a limited information report containing information such as folio number, name and number of shares held etc. except votes cast by the members who voted through remote e-voting was generated from the portal of Central Depository Securities (India) Limited ('CDSL').
- iv. Facility of e-voting during the AGM was made available during the meeting and till 15 (Fifteen) minutes after its conclusion.
- v. After the closure of e-voting during the AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked in the presence of two witnesses, Mr. Sohan Ranade and Ms. Neha Jadhav who are not in the employment of the Company and have signed below in the confirmation.




Sohan Ranade



Neha Jadhav

- vi. During the process of scrutiny, I did not find any invalid vote.

Based on the voting summary downloaded from the portal of CDSL the result of the voting at AGM is as under:-



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ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997


Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.


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Item No. 2: Ordinary Resolution

To declare a dividend of Rs 1.5/- per share (i.e 15 %) on 1,14,46,290 equity shares of Rs. 10/- each for the year ended 31st March, 2024.

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997


Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.


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Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Eaga Swapnil (DIN: 01241535) who retires by rotation and being eligible offers himself for re-appointment

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997


Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at ACM	0	0
Total	0	0

The resolution was passed with requisite majority.


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SPECIAL BUSINESS

Item No. 4: Ordinary Resolution

Ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2025.

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997

Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.


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Item No. 5: Special Resolution

Appointment of Mr. Prakash Purushottam Wadgaonkar (DIN: 07435777) as Independent Director (Non-Executive) of the Company

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997


Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.


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Item No. 6: Special Resolution

Appointment of Mr. Anoop Anil Doshi (DIN: 09309871) as Independent Director (Non-Executive) of the Company

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997

Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.



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Item No. 7: Special Resolution

Appointment of Mr. Dharmaraj Rao (DIN: 10614251) as Independent Director (Non-Executive) of the Company

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	34	72,68,351	99.99999
E-voting at AGM	1	5,410	99.98152
Total	35	72,73,761	99.99997


Voted against the resolution:

Type of Voting	Number of Ballots	Number of votes	Percentage
Remote E-voting	1	1	0.00001
E-voting at AGM	1	1	0.01848
Total	2	2	0.00003

Abstained / Less voted:

Type of voting	Number of Ballots	Number of votes
Remote E-voting	0	0
E-voting at AGM	0	0
Total	0	0

The resolution was passed with requisite majority.


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

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J. S. Dossa Marg, Mulund (w)
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*Percentage beyond 5 decimal points ignored under Rounding off.

Date: 14th September, 2024

Place: Mumbai

UDIN : F002090F001220109



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