

**TUSHAR SHRIDHARANI**  
B. Com., LL.B., F.C.S.

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**SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING**

[Pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder]

1<sup>st</sup> October, 2016

To,  
The Chairman  
M/s Godavari Biorefineries Limited  
Somaiya Bhavan  
45/47, Mahatma Gandhi Road, Fort  
Mumbai – 400 001

**Subject:** Consolidated Report on members' voting through electronic means and poll process paper at the 61<sup>st</sup> Annual General Meeting.

Dear Sir,

The Board of Directors of Godavari Biorefineries Limited ("**the Company**") at its meeting held on 1<sup>st</sup> September, 2016 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 21 of the Companies (Management And Administration) Rules, 2014 ("**the Rules**") to scrutinize the voting conducted through the remote e-voting and voting at the meeting through poll process on all resolutions set out in the Notice convening the Sixty First Annual General Meeting ("**AGM**") of the Company, which was held on 30<sup>th</sup> September, 2016.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 27<sup>th</sup> September, 2016 and ended at 5.00 p.m. on the 29<sup>th</sup> September, 2016 (both Indian Standard Time - IST). A few members of the Company have voted through electronic means during the stated voting period.

Members attending the AGM and who had not cast votes through remote e-voting; were invited by the Chairman to cast their votes at the meeting through Poll Process on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(xi) of Rule 20 of the Rules. Accordingly, a few members voted through Poll process undertaken at the AGM.

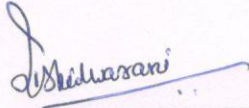
In accordance with sub-rule 4(xii) of Rule 20 of the Rules; and upon completion of the poll process, the Ballot Box wherein the members had dropped their poll papers were opened by and poll papers were carefully scrutinized by me. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Having the above accomplished; I un-blocked the votes casted through electronic voting.



The witnesses' confirmation in this context is submitted herein next along this Report.

And now in pursuance of sub-rule 2 of Rule 21 of the Rules; I have pleasure to submit, the Annexure 1, the consolidated report of total votes cast, whether in favour or against.

You are requested to acknowledge receipt of this report.



**(Tushar Shridharani)**

Practicing Company Secretary  
Membership No.: FCS 2690  
Certificate of Practice No.: 2190



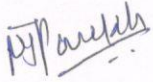
**WITNESSES' CONFIRMATION**

In pursuance of Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through electronic voting means and poll process by members of Godavari Biorefineries Limited ("**the Company**") on all resolutions set out in the Notice convening the 61<sup>st</sup> AGM of Company, which was held on 30<sup>th</sup> September, 2016 at 12.00 noon at Somaiya Vidyavihar, SIMSR Building, off 7<sup>th</sup> Rajawadi Road, Mumbai – 400 077; we, Nandini Parekh (residing at 60/62, 1<sup>st</sup> Floor, J.M. Compound, 3<sup>rd</sup> Goiwada, Bhuleshwar, Mumbai – 400 002) and Fatema Plumber (residing at 120, Mather Pakadi road, Ghule Mansion, 1<sup>st</sup> Floor, Flat No-4/5. Mazgoan, Mumbai – 400 010) hereby confirm our witnessing the following -

- a) after completion of the poll process at the above mentioned AGM, the Ballot Box wherein the members of the Company have dropped their poll papers was opened by Mr. Tushar Shridharani, Practicing Company Secretary in our presence; and
- b) after completion of voting by members through poll papers, Mr. Shridharani un-blocked the votes that the members of the Company have casted through the means of electronic means.

We further state that we are not in the employment of the Company.

Witness 1:



(Nandini Parekh)  
B. Com., FCS

Witness 2:



(Fatema Plumber)  
B.L.S. / LL.B.

Date: 1<sup>st</sup> October, 2016  
Place: Mumbai



## Annexure 1

1.	Resolution required : Ordinary		To receive, consider and adopt the Audited Financial Statements (including both Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors' thereon.					
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8280233	326400	3.9419	326400	0	100	0
Total		35737747	27710914	77.5396	27710914	0	100	0



2.		Resolution required : Ordinary		To appoint a Director in place of Mr. Werner Wutscher having Director Identification Number 06456562, who retires by rotation and being eligible offers himself for re appointment				
Category	Mode of Voting	No. of shares (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	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		27457514	27384514	99.7341	27384514	0	100
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		0	0	0.0000	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		8280233	326400	3.9419	326400	0	100
<b>Total</b>			<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>	<b>100</b>



*Tushar Shridharani*

3.		Resolution required : Ordinary		To appoint a Director in place of Mr. Paul Zorner having Director Identification Number 01888805, who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8280233	326400	3.9419	326400	0	100	0
<b>Total</b>				<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>



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4.	Resolution required : Ordinary		To ratify appointment of M/s. Desai Saksena & Associates, Chartered Accountants (Firm Registration No. 102358W), as Auditors of the Company, as approved by members at the Fifty-Ninth Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2017.					
Category	Mode of Voting	No. of shares (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	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		326400	3.9419	326400	0	100	0
<b>Total</b>			<b>35737747</b>		<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>



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5.	Resolution required : Special		Approval for Re-appointment of Mr. Vinay V. Joshi as Executive Director and Managerial Remuneration payable to him.					
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8280233	326400	3.9419	326400	0	100	0
<b>Total</b>		<b>35737747</b>		<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>



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6. Category	Resolution required : Special		Approval for Appointment of Mr. Mohan Somanathan as Director (Works) – Sakarwadi					
	Mode of Voting	No. of shares  (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	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8280233	326400	3.9419	326400	0	100	0
<b>Total</b>	<b>35737747</b>			<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>



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7. Category	Resolution required : Ordinary		Remuneration payable to Cost Auditor.					
	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>27457514</b>	<b>27384514</b>	<b>99.7341</b>	<b>27384514</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>8280233</b>	<b>326400</b>	<b>3.9419</b>	<b>326400</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>	<b>35737747</b>		<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>	



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8. Category	Resolution required : Special		Contributing to Charitable and other funds.					
	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8280233	326400	3.9419	326400	0	100	0
<b>Total</b>		<b>35737747</b>		<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>

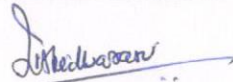


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9.		Resolution required : Special		Acceptance of Deposits.				
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8280233	326400	3.9419	326400	0	100	0
<b>Total</b>		<b>35737747</b>		<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>



10. Category	Resolution required : Special		Preferential Allotment of Shares.					
	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	27457514	24779394	90.2463	24779394	0	100	0
	Poll		2605120	9.4878	2605120	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27457514	27384514	99.7341	27384514	0	100	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	0	0	0.0000	0	0	0	0
Public - Non Institutions	E-Voting	8280233	323100	3.9021	323100	0	100	0
	Poll		3300	0.0399	3300	0	100	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8280233	326400	3.9419	326400	0	100	0
<b>Total</b>	<b>Total</b>	<b>35737747</b>		<b>35737747</b>	<b>27710914</b>	<b>77.5396</b>	<b>27710914</b>	<b>0</b>



(Tushar Shridharani)

Practicing Company Secretary / Membership No.: FCS 2690 / Certificate of Practice No.: 2190