

**TUSHAR SHRIDHARANI**

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**SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING**

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

22<sup>nd</sup> March, 2024

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

**Subject:** Consolidated Report on members' voting through remote e-voting and e-voting during the Extra - Ordinary General Meeting on the Resolutions as stated in the notice convening the 1<sup>st</sup> Extra - Ordinary General Meeting for the F.Y.2023-24.

Dear Sir,

I, Tushar Shridharani, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Godavari Biorefineries Limited ("**the Company**") at its meeting held on 8<sup>th</sup> February, 2024 in pursuance of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") to scrutinize the voting conducted through remote e-voting and voting by electronic means at the Extra - Ordinary General Meeting ("**EGM**") on all the resolutions as set out in the notice convening the EGM.

The notice dated 8<sup>th</sup> February, 2024 was sent in respect of the resolutions to be passed at the EGM of the Company through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to those members whose email addresses were registered with the Company / Depositories and in compliance with the circulars dated 25<sup>th</sup> September, 2023, 28<sup>th</sup> December, 2022, 5<sup>th</sup> May, 2022, 8<sup>th</sup> December, 2021, 23<sup>rd</sup> June, 2021, 31<sup>st</sup> December, 2020, 28<sup>th</sup> September, 2020, 15<sup>th</sup> June, 2020, 5<sup>th</sup> May, 2020 read with circulars dated 13<sup>th</sup> April, 2020 and 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs.

**Remote e-voting:**

- i. Shareholders of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced 9.00 a.m. on Monday, 18<sup>th</sup> March, 2024 and ended at 5.00 p.m. on Wednesday, the 20<sup>th</sup> March, 2024 (both Indian Standard Time - IST). -84- members of the Company voted through e-voting during the e-voting period.
- ii. In pursuance of rule 4(xii) of The Companies (Management and Administration) Rules, 2014; the votes cast during e-voting period were unblocked on Thursday, 21<sup>st</sup> March, 2024 after the conclusion of the EGM. The unblocking of e-voting was witnessed by -2- (Two) witnesses, CS Nandini Parekh and CS Ameer Yagnik, who are not in employment of the Company.
- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions put to vote, were generated from the e-voting website of NSDL. Based on the report generated from the NSDL website and relied upon by me, data regarding the remote e-voting was scrutinized by me.

**Voting by electronic means at the EGM (Venue Voting):**

- i. After completion of the proceeding of the EGM, members who had not voted through remote-e-voting, were allowed to vote by electronic means within 15 minutes.
- ii. No member of the Company voted through electronic means at the EGM.

**Management and Scrutinizer's Responsibilities:**

- i. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules relating to e-voting prior and during the EGM on the resolutions contained in the notice of the EGM.
- ii. My responsibility as scrutinizer for the voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Resolutions.

**Report:**

This report has been issued at the request of the Company for its compliance requirements in pursuance of relevant provisions of the Act and Rules and accordingly this report is not to be used by anyone for any other purpose.

Information with respect to EGM as well members' participation in the EGM is provided in **Annexure 1** to this Report. And the Consolidated Result of total votes cast, whether in favour or against, is annexed to this Report and marked as **Annexure 2**.

You are requested to acknowledge receipt of this report.

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**(Tushar Shridharani)**

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190 / Peer Review Certificate No.: 1509/2021

UDIN: F002690E003619182

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Acknowledgment and countersigned by:

For Godavari Biorefineries Limited

**(Swarna Gunware)**

Company Secretary

**Annexure 1**

Date of the Notice	8 <sup>th</sup> February, 2024
Total number of shareholders on record date (i.e. cut-off date for voting purpose 14 <sup>th</sup> March, 2024):	32,165
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Not Applicable
Public:	
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	15
Public:	59

## Annexure 2

1.	Resolution required: <b>Special</b>	To approve adoption of the Altered Articles of Association of the Company.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes 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  (Remote e-voting as well voting by electronic means during the EGM)	3,40,00,110	3,37,00,110	99.1176	3,37,00,110	0	100.00	0.00
Public Institutions		-	-	-	-	-	-	-
Public Non-Institutions		79,42,913	4,74,555	5.9746	4,74,555	0	100.00	0.00
<b>Total .....</b>		<b>4,19,43,023</b>	<b>3,41,74,665</b>	<b>81.4788</b>	<b>3,41,74,665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

2.	Resolution required: <b>Special</b>	To approve fresh issue of shares through 'Initial Public Offer'.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes 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	3,40,00,110	3,37,00,110	99.1176	3,37,00,110	0	100.00	0.00
Public Institutions	(Remote e-voting as well voting by electronic means during the EGM)	-	-	-	-	-	-	-
Public Non-Institutions		79,42,913	4,74,555	5.9746	4,74,555	0	100.00	0.00
<b>Total .....</b>		<b>4,19,43,023</b>	<b>3,41,74,665</b>	<b>81.4788</b>	<b>3,41,74,665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>3.</b>	<b>Resolution required: Special</b>	To approve terms of re-appointment and remuneration of Mr. Samir S. Somaiya (DIN: 00295458) as a Managing Director of the Company effect from 1 <sup>st</sup> April, 2024.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes 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  (Remote e- voting as well voting by electronic means during the EGM)	3,40,00,110	2,75,28,949	80.9672	2,75,28,949	0	100.00	0.00
Public Institutions		-	-	-	-	-	-	-
Public Non-Institutions		79,42,913	4,74,555	5.9746	4,74,555	0	100.00	0.00
<b>Total .....</b>		<b>4,19,43,023</b>	<b>2,80,03,504</b>	<b>66.7656</b>	<b>2,80,03,504</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes 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
4.	Resolution required: <b>Special</b>	To approve terms of re-appointment and remuneration of Mr. Bhalachandra R. Bakshi (DIN: 03538688) Whole Time Director, designated as Executive Director of the Company with effect from 1 <sup>st</sup> April, 2024.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Promoter And Promoter Group	E-Voting  (Remote e-voting as well voting by electronic means during the EGM)	3,40,00,110	3,37,00,110	99.1176	3,37,00,110	0	100.00	0.00
Public Institutions		-	-	-	-	-	-	-
Public Non-Institutions		79,42,913	4,74,495	5.9738	4,74,495	0	100.00	0.00
<b>Total .....</b>		<b>4,19,43,023</b>	<b>3,41,74,605</b>	<b>81.4786</b>	<b>3,41,74,605</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>5.</b>	<b>Resolution required: Special</b>	To approve terms of re-appointment and remuneration of Mr. Suhas Godage (DIN: 09227610), Whole-Time Director designated as Director (Works – Sakarwadi) of the Company with effect from 1 <sup>st</sup> April, 2024.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes 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  (Remote e- voting as well voting by electronic means during the EGM)	3,40,00,110	3,37,00,110	99.1176	3,37,00,110	0	100.00	0.00
Public Institutions		-	-	-	-	-	-	-
Public Non-Institutions		79,42,913	4,74,555	5.9746	4,74,555	0	100.00	0.00
<b>Total .....</b>		<b>4,19,43,023</b>	<b>3,41,74,665</b>	<b>81.4788</b>	<b>3,41,74,665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



<b>6.</b>	Resolution required: <b>Ordinary</b>	To approve terms of appointment of Dr. Raman Ramchandran (DIN: 00200297) as a Non- Executive Director of the Company.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes 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  (Remote e- voting as well voting by electronic means during the EGM)	3,40,00,110	3,37,00,110	99.1176	3,37,00,110	0	100.00	0.00
Public Institutions		-	-	-	-	-	-	-
Public Non-Institutions		79,42,913	4,74,555	5.9746	4,74,555	0	100.00	0.00
<b>Total .....</b>		<b>4,19,43,023</b>	<b>3,41,74,665</b>	<b>81.4788</b>	<b>3,41,74,665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

(Tushar Shridharani)

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

Peer Review Certificate No.: 1509/2021

UDIN: F002690E003619182