

NANDINI PAREKH

B. Com, F.C.S.

Tele.: (+91) (022) 2208 5764 / 2208 5765
Email: nandini@tusharshri.com / parekhcs@gmail.com
Cell.: 98215 63816
Web.: www.tusharshri.com

10, New Marine Lines
417, Jolly Bhavan No. 1
Churchgate
Mumbai – 400 020

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

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

28th September, 2019

To,

The Chairman of the 64th Annual General Meeting

of the Equity Shareholders of Godavari Biorefineries Limited held on 27th September, 2019 at Nalanda Auditorium, 4th Floor, 'Somaiya Vidyavihar', SIMSR Building, Off 7th Rajawadi Road, Mumbai – 400 077.

Subject: Consolidated Report on members' voting through remote e-voting and Ballot Paper on the Resolutions before 64th Annual General Meeting.

Dear Sir,

I, Nandini Parekh, Practising Company Secretary was appointed as a Scrutinizer by the Board of Directors of Godavari Biorefineries Limited ("**the Company**") at its Meeting held on 29th July, 2019, 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 the remote e-voting and voting at the Annual General Meeting through Ballot on all resolutions set out in the Notice convening the Sixty Fourth Annual General Meeting ("**AGM**") of the Company, which was held on 27th September, 2019.

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 a.m. on the 24th September, 2019 and ended at 5.00 p.m. on the 26th September, 2019 (both Indian Standard Time - IST). A few members of the Company voted through e-voting during the 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 Ballot Process on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, a few Members casted votes through Ballot Papers mode conducted at AGM.

Upon conclusion of the Ballot voting, the Ballot Boxes wherein the Members had dropped their Ballot Papers were opened by me in presence of two witnesses not in employment of the Company. The Ballot Papers were diligently scrutinized by me and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the Company. The Ballot Papers, which were incomplete and/or which were otherwise found defective were treated as invalid and kept separately.



In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the completion of voting at the AGM, I first counted the votes casted through Ballot and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next along this Report.

Information with respect to AGM as well Members' participation in the AGM 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.

N. Parekh

(Nandini Parekh)
Practicing Company Secretary
Membership No.: FCS 6240
Certificate of Practice No.: 5760



WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Ballot Papers and e-voting by members of Godavari Biorefineries Limited ("the Company") on all resolutions set out in the Notice convening the 64th AGM of Company, which was held on 27th September, 2019 at 11.00 a.m. at Nalanda Auditorium, 4th Floor, 'Somaiya Vidyavihar', SIMSR Building, Off 7th Rajawadi Road, Mumbai – 400 077; we, Ameer Yagnik (residing at 4A, Ganga Laheri Apartments, 19, Banganga Road, Walkeshwar, Mumbai – 400 006) and Priyanka Tank (residing at Tank Cottage, Bhaji Pala Wadi, Behind Dhobi Ghat, Irla, S.V. Road, Vile Parle, Mumbai – 400 064) and hereby confirm our witnessing the following -

- a) after completion of the Voting Process through E-Voting and Ballot Paper at the above mentioned AGM, the Ballot Boxes wherein the members of the Company have dropped their Ballot Papers were opened by Ms. Nandini Parekh in our presence; and
- b) after completion of voting by Members through Ballot Papers, Ms. Nandini Parekh un-blocked the votes that the members of the Company have casted through e-voting.

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

Witness 1:



(Ameer Yagnik)
B. Com., ACS

Witness 2:



(Priyanka Tank)
B. Com, CS, LLB

Date: 28th September, 2019
Place: Mumbai



Annexure 1

Date of the Annual General Meeting	27 th September, 2019
Total number of shareholders on record date (i.e. cut-off date for voting purpose 20 th September, 2019):	32,389
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	35
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	
Public:	Not Applicable



Annexure 2

1.	Resolution required : Ordinary	Adoption of Standalone and Consolidated Financial Annual Statements of the Company for the Financial Year ended 31st March, 2019 together with the reports of the Directors and Auditors thereon.						
Category	Mode of Voting	No. of shares held	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
Promoter And Promoter Group	E-Voting	2,76,97,188	2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
Public Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting	1,42,33,792	94,94,228	66.702	45,67,245	49,26,983	48.105	51.895
	Poll		1,25,157	0.879	1,25,157	0	100.000	0.000
	Total		96,19,385	67.581	46,92,402	49,26,983	48.781	51.219
	9Total	4,19,30,980	3,73,16,573	88.995	3,23,89,590	49,26,983	86.797	13.203



2.	Resolution required : Ordinary	To appoint a director in place of Ms. Preeti Singh Rawat [DIN: 07154417], who retires by rotation and being eligible, offers herself for re-appointment.									
Category	Mode of Voting	No. of shares held	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			
Promoter And Promoter Group	E-Voting										
	Poll	2,76,97,188	0	0.000	0	0	0.000	0.000			
	Total	2,76,97,188	2,76,97,188	100.000	2,76,97,188	0	100.000	0.000			
Public Institutions	E-Voting										
	Poll	0	0	0.000	0	0	0.000	0.000			
	Total	0	0	0.000	0	0	0.000	0.000			
Public - Non Institutions	E-Voting										
	Poll	1,42,33,792	1,25,157	0.879	46,92,402	0	100.000	48.781			
	Total	1,42,33,792	96,19,385	67.581	46,92,402	49,26,983	48.781	51.219			
Total		4,19,30,980	3,73,16,573	88.995	3,23,89,590	49,26,983	86.797	13.203			



3.		Resolution required : Ordinary			To appoint a director in place of Mr. Mohan Somanathan [DIN: 3184356], who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of Voting	No. of shares held	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	
Promoter And Promoter Group	E-Voting								
	Poll	2,76,97,188	2,76,97,188	100.000	2,76,97,188	0	100.000	0.000	
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000	
Public Institutions	E-Voting		0	0.000	0	0	0.000	0.000	
	Poll	0	0	0.000	0	0	0.000	0.000	
	Total		0	0.000	0	0	0.000	0.000	
Public - Non Institutions	E-Voting		94,94,228	66.702	94,94,228	0	100.000	0.000	
	Poll	1,42,33,792	1,25,157	0.879	1,25,157	0	100.000	0.000	
	Total	1,42,33,792	96,19,385	67.581	96,19,385	0	100.000	0.000	
	Total	4,19,30,980	3,73,16,573	88.995	3,73,16,573	0	100.000	0.000	



4.	Resolution required: Special	Re-appointment of Mr. Jayendra N. Shah (DIN: 00084759) as an Independent Non-Executive Director.						
Category	Mode of Voting	No. of shares held	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
Promoter And Promoter Group	E-Voting		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
	Poll	2,76,97,188	0	0.000	0	0	0.000	0.000
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
Public Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	0	0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		94,94,228	66.702	94,94,228	0	100.000	0.000
	Poll	1,42,33,792	1,25,157	0.879	1,25,157	0	100.000	0.000
	Total	1,42,33,792	96,19,385	67.581	96,19,385	0	100.000	0.000
	Total	4,19,30,980	3,73,16,573	88.995	3,73,16,573	0	100.000	0.000



5.	Resolution required: Special	Re-appointment of Mr. Kailash Pershad (DIN: 00503603) as an Independent Non-Executive Director.						
Category	Mode of Voting	No. of shares held	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
Promoter And Promoter Group	E-Voting		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
Public Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		94,94,228	66.702	45,67,245	49,26,983	48.105	51.895
	Poll		1,25,157	0.879	1,25,157	0	100.000	0.000
	Total		96,19,385	67.581	46,92,402	49,26,983	48.781	51.219
	Total		4,19,30,980	88.995	3,23,89,590	49,26,983	86.797	13.203



6.	Resolution required : Special	Approval of re-appointment of Mr. Vinay Joshi (DIN: 00300227) as Executive Director and to approve remuneration payable to him.						
Category	Mode of Voting	No. of shares held	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
Promoter And Promoter Group	E-Voting	2,76,97,188	2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
Public Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting	1,42,33,792	94,94,228	66.702	45,67,245	49,26,983	48.105	51.895
	Poll		1,25,157	0.879	1,25,157	0	100.000	0.000
	Total		96,19,385	67.581	46,92,402	49,26,983	48.781	51.219
	Total	4,19,30,980	3,73,16,573	88.995	3,23,89,590	49,26,983	86.797	13.203



7.		Resolution required : Special		Re-appointment of Mr. Mohan Somanathan (DIN: 03184356) as Director (Works) - Sakarwadi and approve remuneration payable to him.						
Category	Mode of Voting	No. of shares held	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		
Promoter And Promoter Group	E-Voting		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000		
	Poll		0	0.000	0	0	0.000	0.000		
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000		
Public Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000		
	Poll	0	0	0.000	0	0	0.000	0.000		
	Total		0	0.000	0	0	0.000	0.000		
Public - Non Institutions	E-Voting	1,42,33,792	94,94,228	66.702	94,94,228	0	100.000	0.000		
	Poll		1,25,157	0.879	1,25,157	0	100.000	0.000		
	Total		96,19,385	67.581	96,19,385	0	100.000	0.000		
Total		4,19,30,980	3,73,16,573	88.995	3,73,16,573	0	100.000	0.000		



8.	Resolution required : Ordinary	Approval of remuneration payable to the Cost Auditor.						
Category	Mode of Voting	No. of shares held	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
Promoter And Promoter Group	E-Voting		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
	Poll	2,76,97,188	0	0.000	0	0	0.000	0.000
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
Public Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	0	0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		94,94,228	66.702	94,94,228	0	100.000	0.000
	Poll	1,42,33,792	1,25,157	0.879	1,25,157	0	100.000	0.000
	Total		96,19,385	67.581	96,19,385	0	100.000	0.000
	Total	4,19,30,980	3,73,16,573	88.995	3,73,16,573	0	100.000	0.000



9.		Resolution required : Special	Approval of contributions made to the Charitable institutions and other funds.						
Category	Mode of Voting	No. of shares held	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	
Promoter And Promoter Group	E-Voting		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000	
	Poll	2,76,97,188	0	0.000	0	0	0.000	0.000	
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000	
Public Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000	
	Poll	0	0	0.000	0	0	0.000	0.000	
	Total	0	0	0.000	0	0	0.000	0.000	
Public - Non Institutions	E-Voting	1,42,33,792	94,94,228	66.702	45,67,245	49,26,983	48.105	51.895	
	Poll		1,25,157	0.879	1,25,157	0	100.000	0.000	
	Total		96,19,385	67.581	46,92,402	49,26,983	48.781	51.219	
	Total	4,19,30,980	3,73,16,573	88.995	3,23,89,590	49,26,983	86.797	13.203	



10. Category	Resolution required : Special Mode of Voting	No. of shares held	Acceptance of Deposits.					
			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
Promoter And Promoter Group	E-Voting	2,76,97,188	2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		2,76,97,188	100.000	2,76,97,188	0	100.000	0.000
Public Institutions	E-Voting	0	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Total		0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting	1,42,33,792	94,94,228	66.702	45,67,245	49,26,983	48.105	51.895
	Poll		1,25,157	0.879	1,25,157	0	100.000	0.000
	Total		96,19,385	67.581	46,92,402	49,26,983	48.781	51.219
	Total	4,19,30,980	3,73,16,573	88.995	3,23,89,590	49,26,983	86.797	13.203



Nandini Parekh

(Nandini Parekh)

Practicing Company Secretary / Membership No.: FCS 6240 /Certificate of Practice No.: 5760

Acknowledgment and countersigned by Godavari Biofineries Limited.