

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]

31st October, 2020

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 Annual General Meeting on the Resolutions as stated in the notice convening the 65th Annual General Meeting.

Dear Sir,

I, Tushar Shridharani, Practising Company Secretary was appointed as a Scrutinizer by the Board of Directors of Godavari Biorefineries Limited ("**the Company**") at its Meeting held on 10th September, 2020 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 Annual General Meeting ("**AGM**") on all the resolutions as set out in the notice convening the AGM.

The notice dated 10th September, 2020 was sent in respect of the resolutions to be passed at the AGM of the Bank 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 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs and also circular dated 12th May, 2020 issued by the Securities and Exchange Board of India ("**SEBI**").

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 at 9.00 a.m. on the 27th October, 2020 and ended at 5.00 p.m. on the 29th October, 2020 (both Indian Standard Time - IST). A few 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 Friday, the 30th October, 2020 after the conclusion of the AGM and 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 that was 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 AGM:

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was stopped by NSDL.
- ii. The e-votes cast were unblocked on Friday, the 30th October, 2020 after the conclusion of the AGM.
- iii. No member had voted on the date of AGM.
- iv. Based on the report generated from the NSDL and relied upon by me, data regarding the e-voting was scrutinized by me.

Management's and Scrutinizer's Responsibilities:

- i. 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 AGM on the resolutions contained in the notice of the AGM.
- ii. My responsibility as scrutinizer for the voting is restricted to making a Scrutinizer's Report of the voted 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 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.

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190

Acknowledgment and countersigned by:

For Godavari Biorefineries Limited

(Swarna Gunware)
Company Secretary

Annexure 1

Date of the Notice	10 th September, 2020
Total number of shareholders on record date (i.e. cut-off date for voting purpose 23 rd October, 2020):	32,329
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	13
Public:	42

Annexure 2

1.	Resolution required: Ordinary	To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31 st March, 2020 and the reports of the Board of Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

2.	Resolution required: Ordinary	To appoint a Director in place of Mr. Bhalachandra R. Bakshi (DIN: 03538688), who retires by rotation, and being eligible, offers himself for reappointment.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

3.	Resolution required: Ordinary	To appoint Mr. Hemant Luthra (DIN: 00231420) as an Independent 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	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

4.		Resolution required: Ordinary		To appoint Mr. Sanjay Puri (DIN: 08789423) as an Independent Non-Executive Director.				
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

5.	Resolution required: Ordinary	To appoint Dr. Sangeeta Srivastava (DIN: 00480462) as a Director of the Company.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

6.	Resolution required: Special	To appoint Dr. Sangeeta Srivastava (DIN: 00480462) as a Whole-Time Director designated as Executive Director and approval of remuneration payable to her.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

7.	Resolution required: Ordinary	To ratify remuneration payable to M/s B.J.D. Nanabhoy & Company, the Cost Auditor of the Company.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

8.	Resolution required: Ordinary		To approve to contribute to Charitable and other funds.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions	(Remote e- voting as well voting by electronic means during the EGM)	0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

9.		Resolution required: Special		Acceptance of Deposits.				
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

10.	Resolution required: Special	To alter the Authorized share capital of the Company.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes 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 (Remote e- voting as well voting by electronic means during the EGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	-	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		83,16,219	6,15,867	7.41	6,15,867	-	100.00	0.00
Total		4,19,43,023	3,42,42,671	81.64	3,42,42,671	-	100.00	0.00

(Tushar Shridharani)

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