

TUSHAR SHRIDHARANI

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Mumbai – 400 020

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

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

7th July, 2021

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 66th Annual General Meeting.

Dear Sir,

I, Tushar Shridharani, Practicing Company Secretary was appointed as a Scrutinizer by the Board of Directors of Godavari Biorefineries Limited ("**the Company**") at its meeting held on 5th June, 2021 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 5th June, 2021 was sent in respect of the resolutions to be passed at the AGM 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 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 and circular dated 13th January, 2021, 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 2nd July, 2021 and ended at 5.00 p.m. on 4th July, 2021 (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 Monday, 5th July, 2021 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 (Venue Voting):

- i. After completion of the proceeding of the AGM, members who had not voted through remote-e-voting, were allowed to vote by electronic means within 15 minutes.
- iv. The e-votes cast were unblocked on Monday, the 5th of July, 2021 after the conclusion of the AGM. A few members of the Company voted through electronic means at the AGM.
- ii. 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

UDIN: F002690C000586603

Acknowledgment and countersigned by:

For Godavari Biorefineries Limited

(Swarna Gunware)

Company Secretary

Annexure 1

Date of the Notice	5 th June, 2021
Total number of shareholders on record date (i.e. cut-off date for voting purpose 28 th June, 2021):	32,323
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:	14
Public:	35

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, 2021 including the Audited Balance Sheet as at 31 st March, 2021 and the Statement of Profit and Loss of the Company for the year ended on that date, along with 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 (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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

2.	Resolution required: Ordinary	To appoint a Director in place of Dr. Preeti Singh Rawat (DIN: 07154417), who retires by rotation, and being eligible, offers herself 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	4,94,427	49,26,983	9.12	90.88
Total		4,19,43,023	3,90,48,214	93.10	3,41,21,231	49,26,983	87.38	12.62

3.		Resolution required: Ordinary		To appoint Mr. Nitin Mehta 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

4.	Resolution required: Special	To approve terms of re-appointment and remuneration of Mr. Samir S. Somaiya as the Managing Director of the Company w.e.f. 1 st April, 2021.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
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 AGM)	3,36,26,804	2,76,05,593	82.09	2,76,05,593	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,30,27,003	78.74	3,30,27,003	0	100.00	0

5.	Resolution required: Special	To consider and approve terms of re-appointment and remuneration of Mr. Bhalachandra R. Bakshi as a Whole-time Director designated as executive director of the Company w.e.f. 1st April, 2021.						
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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

6.	Resolution required: Ordinary	To appoint Mr. D.V. Deshmukh (DIN 06841056) 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

7.	Resolution required: Special		To approve terms of appointment and remuneration of Mr. D.V. Deshmukh (DIN 06841056) as a Whole-time Director designated as Director (Works Sakarwadi) of the Company w.e.f. 1 st April, 2021.					
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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

8.	Resolution required: Special	Continuation of Mr. Kailash Pershad as an Independent Director Beyond the age of 75 Years.						
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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	4,94,427	49,26,983	9.12	90.88
Total		4,19,43,023	3,90,48,214	93.10	3,41,21,231	49,26,983	87.38	12.62

9.	Resolution required: Ordinary	To ratify remuneration payable to 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

10.	Resolution required: Ordinary		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 (Remote e- voting as well voting by electronic means during the AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

11.	Resolution required: Special		To approve 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

12.	Resolution required: Special	Adoption of new set of 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	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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

13.	Resolution required: Special		Amendment of the Object Clause of the Memorandum of Association 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

14.	Resolution required: Special	Initial public offer of Equity shares 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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

15.	Resolution required: Ordinary	To determine the charges to be paid by a member for delivery of document in term of provisions of Section 20 of the Companies Act, 2013.						
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 AGM)	3,36,26,804	3,36,26,804	100.00	3,36,26,804	0	100.00	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		83,16,219	54,21,410	65.19	54,21,410	0	100.00	0
Total		4,19,43,023	3,90,48,214	93.10	3,90,48,214	0	100.00	0

(Tushar Shridharani)

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