

**Consolidated Report of Scrutinizer**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of**  
**The Companies (Management and Administration) Rules, 2014]**

To,  
The Chairmen  
(Shri Rajesh R Gandhi for Item Nos. 1,2 & 5 and Shri Jignesh J Shah for Item Nos. 3 & 4)  
of 27<sup>th</sup> Annual General Meeting of the members of  
**VADILAL CHEMICALS LIMITED**  
held on 24<sup>th</sup> September, 2018 at 1.00 p.m.  
at HT Parekh Convention Centre, 1<sup>st</sup> Floor, Ahmedabad Management Association,  
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of M/s Vadilal Chemicals Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and also the votes cast through poll at the 27<sup>th</sup> Annual General Meeting and for ascertaining the majority on voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions considered at the 27<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2018 at 1.00 p.m. at HT Parekh Convention Centre, 1<sup>st</sup> Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting of the members of the Company.





My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted in "favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the AGM and on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, appointed by the Company.

3. Further to the above, I submit my report as under:

**A. For Remote E-voting:**

- I. The Remote e-voting period remained open from Friday, 21<sup>st</sup> September, 2018 (9.00 a.m.) to Sunday, 23<sup>rd</sup> September, 2018 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 17<sup>th</sup> September, 2018 were entitled to vote on the resolutions stated in the Notice of the 27<sup>th</sup> Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 24<sup>th</sup> September, 2018 at 2.30 p.m. in the presence two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr.	Name & Address of witnesses	Signature of witnesses
01.	Dhaval Nagar C-401, Silverstar Residency, Chandlodia, Ahmedabad-382481	
02.	Seema Kothari J-11, Sujata Flats, Shahibaug, Ahmedabad	

- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.

V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for e-voting, were prepared based on report generated from the e-voting website of CDSL.

**B. For Poll at the AGM:**

- I. The poll was conducted together on all the item nos. 1 to 5 on the agenda at the 27<sup>th</sup> Annual General meeting at the end of discussion on all the resolutions.
  - II. The poll was conducted to enable the members of the Company who were present at the AGM and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.
  - III. After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairmen of the 27<sup>th</sup> Annual General Meeting, ballot box kept for polling was sealed in my presence with due identification marks placed by me.
  - IV. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
  - V. The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and identified accordingly. Moreover, poll papers of those members who already cast their vote through Remote e-voting process were also required to be treated as invalid.
4. Based on such scrutiny of the Remote E-voting & Polling process, the result of the voting is as under:



**(a) Resolution 1 (Ordinary Business – Ordinary Resolution):**

**Ordinary Resolution for adoption of Standalone Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018.**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	1607649	72.77%
Poll	2	2	100%
Total	18	1607651	72.77%

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	601533	27.23%
Poll	Nil	Nil	Nil
Total	6	601533	27.23%

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(b) Resolution No. 2 (Ordinary Business – Ordinary Resolution):**

**Ordinary Resolution for Declaration of Dividend on Equity shares for the financial year ended on 31<sup>st</sup> March, 2018.**

**(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	2209182	100%
Poll	2	2	100%
Total	24	2209184	100%

**(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(iii) Invalid Votes:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(c) Resolution No. 3 (Ordinary Business – Ordinary Resolution):**

**Ordinary Resolution for Re-appointment of Shri Rajesh R. Gandhi (DIN: 00009879) as Director of the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	2209182	100%
Poll	2	2	100%
Total	24	2209184	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(d) Resolution No. 4 (Special Business – Ordinary Resolution):**

**Ordinary Resolution forre-appointment of Mr. Rajesh R Gandhi (DIN: 00009879) as Managing Director of the Company for a period of five years.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	21	2209082	100%
Poll	2	2	100%
Total	23	2209084	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	100	Negligible
Poll	Nil	Nil	Nil
Total	1	100	Negligible

(iii) **Invalid** Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(e) Resolution No. 5 (Special Business – Ordinary Resolution):**

**Ordinary Resolution for re-appointment of Mr. Devanshu L Gandhi (DIN: 00010146) as Managing Director of the Company for a period of five years**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	2209182	100%
Poll	2	2	100%
Total	24	2209184	100%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil



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5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were declared “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad  
Date: 24<sup>th</sup> September, 2018



  
Signature of the Scrutinizer  
[CS MANOJ HURKAT]  
FCS- 4287, CP - 2574

Countersigned by:

For, VADILAL CHEMICALS LIMITED

**AUTHORISED SIGNATORY**