



VIPUL ORGANICS

Interconnected Chemistry

28th September, 2018

To,
The Manager – DCS
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Ref. : Scrip Code: 530627
Sub. : Disclosure under Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 46th Annual General Meeting of the Company held on Thursday, the 27th day of September, 2018

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the proceedings of the 46th Annual General Meeting of the Company held on Thursday, 27th September, 2018 at 4.00 p.m. at Svenska Design Hotel, Off Link Road, Next to Laxmi Industrial Estate, Sab TV Road, Andheri (West), Mumbai - 400053.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility to its members to vote on the matters to be transacted at the 46th Annual General Meeting. Further, to facilitate the voting at Annual General Meeting to the members present thereat and who did not cast their vote earlier through remote e-voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of 46th Annual General Meeting. CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer for the remote E-voting process and conducting the Poll by way of Polling Papers.

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution, both through e-voting as well as poll on which Scrutinizer issued Consolidated Scrutinizer's Report.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:



ITEM NO. 1: ADOPTION OF ACCOUNTS

The members of the Company received, considered and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon by passing Ordinary Resolutions unanimously.

ITEM NO. 2: DECLARATION OF DIVIDEND

The members approved the payment of dividend @ Re. 0.80/- per Equity Share, being 8% of the paid-up Equity Share Capital of the Company for the year ended 31st March, 2018 by passing Ordinary Resolution unanimously.

ITEM NO. 3: RE-APPOINTMENT OF MR. VIPUL P. SHAH

The members re-appointed Mr. Vipul P. Shah (DIN:00181636), Director of the Company, who retired by rotation and being eligible offered himself for re-appointment, as a Director of the Company, who shall be liable to retire by rotation, by passing Ordinary Resolution unanimously.

ITEM NO. 4: REVISION IN REMUNERATION PAYABLE TO MR. VIPUL P. SHAH, MANAGING DIRECTOR OF THE COMPANY W.E.F. 1ST JULY, 2018

The members approved the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director of the Company w.e.f. 1st July, 2018 for the remaining period of his tenure by passing Special Resolution unanimously.

ITEM NO. 5: APPROVAL TO TAKE OFFICE PREMISES ON LEASE FROM MR. VIPUL P. SHAH, MANAGING DIRECTOR OF THE COMPANY

The members approved the proposal to take the office premises situated at 2nd Floor, Rishabh Tower, Main J. P. Road, Next to Andheri Sports Complex, Andheri (West), Mumbai 400 053 on lease from Mr. Vipul P. Shah, Managing Director of the Company by passing Special Resolution unanimously.

ITEM NO. 6: APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

The members approved the proposal to renew agreements for purchase/ sale of goods and providing / availing services with M/s. Amar Trading Corporation, M/s. Efferchem Private Limited, M/s. Jayshree Chemicals and M/s. Standardcon Pvt. Ltd., entities in which Directors of the Company are interested by passing Special Resolution unanimously.



ITEM NO. 7: RE-APPOINTMENT OF DR. SHIV NATH SAHAI AS THE WHOLE-TIME DIRECTOR OF THE COMPANY

The members approved the re-appointment of Dr. Shiv Nath Sahai (DIN: 00332652) as Whole-Time Director (designated as Whole-Time Director and CFO) of the Company for a further period of one year w.e.f. 1st October, 2018 to 30th September, 2019 by passing Special Resolution unanimously.

ITEM NO. 8: RE-APPOINTMENT OF MR. PRASANNAKUMAR B. GAWDE AS INDEPENDENT DIRECTOR OF THE COMPANY

The members approved the re-appointment of Mr. Prasannakumar B. Gawde (DIN: 01456510) as the Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024 by passing Special Resolution unanimously.

ITEM NO. 9: RE-APPOINTMENT OF MR. JAGDEEP Y. MEHTA AS INDEPENDENT DIRECTOR OF THE COMPANY

The members approved the re-appointment of Mr. Jagdeep Y. Mehta (DIN: 00332523) as the Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024 by passing Special Resolution unanimously.

ITEM NO. 10: RE-APPOINTMENT OF MRS. TRUPTI H. SHAH AS INDEPENDENT DIRECTOR OF THE COMPANY

The members approved the re-appointment of Mrs. Trupti H. Shah (DIN: 06884295) as the Independent Director of the Company for another term of five consecutive years from 1st June, 2019 to 31st May, 2024 by passing Special Resolution unanimously.

ITEM NO. 11: INCREASE IN THE BORROWING POWERS OF THE COMPANY

The members authorized the Board of Directors of the Company to borrow money together with money already borrowed at any time upto a limit of Rs. 100 Crores (Rupees One Hundred Crores only) under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution unanimously.

ITEM NO. 12: AUTHORITY TO CREATE MORTGAGES/CHARGERS/ HYPOTHECATION ON THE ASSETS OF THE COMPANY

The members authorized the Board of Directors of the Company to create mortgages/ charges/ hypothecation on all or any of the immovable and/or movable assets of the Company, both present and future upto the limit as approved under section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution unanimously.

The copy of the Consolidated Scrutinizers' Report and Voting Results are enclosed herewith for your reference.




Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Vipul Organics Limited




Rishika Puri
Company Secretary & Compliance Officer
Membership No.: A49818

Cc:

Ahmedabad Stock Exchange Ltd.,
Kamdhenu Complex, Opp. Sahajanand College,
Panjrapole, Ahmedabad
Gujarat – 380 015

Encl.: As above

Date of the AGM	27.09.2018
Total number of shareholders on record date	2598
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 50
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	None None
Mode of voting	Remote e-voting and through poll papers at the Annual General Meeting



Resolution No. 1:

Resolution Required:			Ordinary Resolutions for adoption of (a) Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Reports of the Board of Directors and of the Auditors' thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Report of the Auditors' thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public- Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17800	0.5239	17800	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778491	22.9133	778491	0	100.0000
Total		7724500	3605441	46.6754	3605441	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No.2:

Resolution Required:			Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended on 31 st March, 2018.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public- Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No.3:

Resolution Required:			Ordinary Resolution for appointment of a Director in place of Mr. Vipul P. Shah, Director (DIN: 00181636), who retires by rotation and being eligible, offered himself for re-appointment.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No.4:

Resolution Required:			Special Resolution for revision in remuneration of Mr. Vipul P. Shah, Managing Director of the Company w.e.f. 1 st July, 2018.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No.5:

Resolution Required:			Special Resolution under section 188(1) to approve proposal to take office premises on lease from Mr. Vipul P. Shah, Managing Director of the Company.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		0*	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public-Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	778406	10.0771	778406	0	100.0000	0.0000

*Voting by related parties excluded.

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No.6:

Resolution Required:			Special Resolution under section 188(1) of the Companies Act, 2013 for approving Related Party Transactions.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		0*	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	778406	10.0771	778406	0	100.0000	0.0000

*Voting by related parties excluded.

Invalid Votes: Public Non-Institutions = 14

Result: The resolution is passed unanimously.



Resolution No.7:

Resolution Required:			Special Resolution for re-appointment of Dr. Shiv NathSahai as Whole-Time Director (DIN: 00332652) of the Company w.e.f. 1 st October, 2018 to 30 th September, 2019.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No.8:

Resolution Required:			Special Resolution for re-appointment of Mr. Prasannakumar B. Gawde (DIN: 01456510) as Independent Director of the Company for another term of five consecutive years from 1 st April, 2019 to 31 st March, 2024.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions = 14

Result: The resolution is passed unanimously.



Resolution No. 9:

Resolution Required:			Special Resolution for re-appointment of Mr. Jagdeep Y. Mehta (DIN: 00332523) as Independent Director of the Company for another term of five consecutive years from 1 st April, 2019 to 31 st March, 2024.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No. 10:

Resolution Required:			Special Resolution for re-appointment of Mrs. Trupti H. Shah (DIN: 06884295) as Independent Director of the Company for another term of five consecutive years from 1 st June, 2019 to 31 st May, 2024.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No. 11:

Resolution Required:			Special Resolution under Section 180(1)(c) for increasing borrowing powers 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 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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public- Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.



Resolution No. 12:

Resolution Required:			Special Resolution under section 180(1)(a) of the Companies Act, 2013 to authorize Board of Directors of the Company to create mortgages/charges/hypothecation on all or any of the immovable and/or movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under section 180(1)(c) 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 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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 46th Annual General Meeting of
Vipul Organics Limited
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West), Mumbai - 400053

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on voting done through Remote E- Voting Process and by Polling Papers at 46th Annual General Meeting held on 27th September, 2018

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of the Vipul Organics Limited ('the Company') in its meeting held on 14th August, 2018, for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 12 in the Notice of the 46th Annual General Meeting (AGM) of the members of the Company dated 14th August, 2018.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 46th AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the 46th AGM.
3. The Notice of the 46th AGM dated 14th August, 2018 along with the statement setting out material facts under Section 102 of the Act was sent to the members through courier on 1st September, 2018 and email on 5th September, 2018. The said notice was dispatched on the basis of Register of Members and List of Beneficiaries as provided by the depositories as on 31st August, 2018.

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4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of 46th AGM and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Lakshadeep" on 6th September, 2018.
5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Thursday, 20th September, 2018.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Monday, 24th September, 2018 (from 9:00 a.m.) to Wednesday, 26th September, 2018 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Polling Papers for casting vote at the 46th Annual General Meeting held on 27th September, 2018 to the members present, who did not vote through remote e-voting facility.
7. As required under the said Rules, after the closure of the voting at the 46th Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked in the presence of Mrs. Reema Solanki and Ms. Bhavna Singh, who are not in the employment with the Company.
8. The summary of the voting through e-voting process and polling papers are as under:





Resolution No. 1:

Resolution Required:			Ordinary Resolutions for adoption of (a) Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Reports of the Board of Directors and of the Auditors' thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Report of the Auditors' thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public- Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17800	0.5239	17800	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778491	22.9133	778491	0	100.0000	0.0000
Total		7724500	3605441	46.6754	3605441	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14
Result: The resolution is passed unanimously.





Resolution No.2:

Resolution Required:			Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended on 31 st March, 2018.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No.3:

Resolution Required:			Ordinary Resolution for appointment of a Director in place of Mr. Vipul P. Shah, Director (DIN: 00181636), who retires by rotation and being eligible, offered himself for re-appointment.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No.4:

Resolution Required:			Special Resolution for revision in remuneration of Mr. Vipul P. Shah, Managing Director of the Company w.e.f. 1 st July, 2018.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No.5:

Resolution Required:			Special Resolution under section 188(1) to approve proposal to take office premises on lease from Mr. Vipul P. Shah, Managing Director of the Company.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		0*	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public-Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	778406	10.0771	778406	0	100.0000	0.0000

*Voting by related parties excluded.
Invalid Votes: Public Non-Institutions - 14
Result: The resolution is passed unanimously.





Resolution No.6:

Resolution Required:			Special Resolution under section 188(1) of the Companies Act, 2013 for approving Related Party Transactions.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4210100	-	-	-	-	-	-
	Poll		0*	0.0000	0	0	0.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	778406	10.0771	778406	0	100.0000	0.0000

*Voting by related parties excluded.

Invalid Votes: Public Non-Institutions = 14

Result: The resolution is passed unanimously.





Resolution No.7:

Resolution Required:			Special Resolution for re-appointment of Dr. Shiv Nath Sahai as Whole-Time Director (DIN: 00332652) of the Company w.e.f. 1 st October, 2018 to 30 th September, 2019.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No.8:

Resolution Required:			Special Resolution for re-appointment of Mr. Prasannakumar B. Gawde (DIN: 01456510) as Independent Director of the Company for another term of five consecutive years from 1 st April, 2019 to 31 st March, 2024.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public- Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions = 14

Result: The resolution is passed unanimously.





Resolution No. 9:

Resolution Required:			Special Resolution for re-appointment of Mr. Jagdeep Y. Mehta (DIN: 00332523) as Independent Director of the Company for another term of five consecutive years from 1 st April, 2019 to 31 st March, 2024.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No. 10:

Resolution Required:		Special Resolution for re-appointment of Mrs. Trupti H. Shah (DIN: 06884295) as Independent Director of the Company for another term of five consecutive years from 1 st June, 2019 to 31 st May, 2024.						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
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	4210100	2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4210100	2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	116850	0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	116850	0	0	0	0	0	0
Public- Non Institutions	E-Voting		760691	22.3894	760691	0	100.0000	0.0000
	Poll	3397550	17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3397550	778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No. 11:

Resolution Required:		Special Resolution under Section 180(1)(c) for increasing borrowing powers 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 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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2826950	67.1469	2826950	0	100.0000	0.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		778406	22.9108	778406	0	100.0000	0.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





Resolution No. 12:

Resolution Required:			Special Resolution under section 180(1)(a) of the Companies Act, 2013 to authorize Board of Directors of the Company to create mortgages/charges/hypothecation on all or any of the immovable and/or movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under section 180(1)(c) 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 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	4210100	-	-	-	-	-	-
	Poll		2826950	67.1469	2826950	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4210100	2826950	67.1469	2826950	0	100.0000
Public-Institutions	E-Voting	116850	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		116850	0	0	0	0	0
Public- Non Institutions	E-Voting	3397550	760691	22.3894	760691	0	100.0000	0.0000
	Poll		17715	0.5214	17715	0	100.0000	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3397550	778406	22.9108	778406	0	100.0000
Total		7724500	3605356	46.6743	3605356	0	100.0000	0.0000

Invalid Votes: Public Non-Institutions - 14

Result: The resolution is passed unanimously.





The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company Secretary for safe keeping.



For M Baldeva Associates
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. FCS 6180; C.P. No. 11062

Place: Thane
Date: 28th September, 2018

Countersigned
For Vipul Organics Limited



Chairman/Authorized Signatory