

Combined Report of Scrutinizer (Postal Ballot with E-voting facility)
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
SANGINITA CHEMICALS LIMITED
301, 3rd Floor, Shalin Complex,
Sector -11, Gandhinagar - 382011

Dear Sirs,

1. I, CS Manoj R. Hurkat, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Sanginita Chemicals Limited (“Company”) at their meeting held on 9th April, 2019 for the purpose of scrutinizing the Postal ballot process with E-voting facility and for ascertaining the majority on the Postal Ballot with E-voting facility carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as well as Regulation 277 of the SEBI (ICDR) Regulations, 2018, as contained in the Notice of the Postal Ballot dated 9th April, 2019 circulated by the Company to all the Equity shareholders of the Company.
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 voting through electronic means and Postal Ballot on the resolution set out in Postal Ballot Notice. My responsibility as a Scrutinizer for the voting process is restricted to ensure that the process of E-voting and Postal Ballot is conducted in a fair and transparent manner and make the Scrutinizer’s Report of the votes cast “in favour” or “against” the resolution stated below, based on scrutiny of the postal ballots received from the members 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. The Company has, through its Registrar and Transfer Agent (RTA) viz. Purva Share Registry (India) Private Limited, on 12th April, 2019, completed the dispatch/sending of notice of postal ballot together with explanatory statement setting out material facts etc. to 126 equity shareholders whose E-mail IDs were available. In respect of 90 equity shareholders, the dispatch/sending of notice of postal ballot together with explanatory statement setting out material facts, postal ballot form and business reply envelope was completed on 12th April, 2019.
4. Further to the above, I submit my report as under:
 - a. I assumed the office as Scrutinizer w.e.f. 9th April, 2019.
 - b. The Company has appointed Central Depository System Limited to provide platform for e-voting. The e-voting facility was provided by CDSL on their portal i.e. <https://www.evotingindia.com>.
 - c. The RTA has obtained Business Reply Permit from the Postal department (India Post) to provide the facility to dispatch Postal Ballot Envelopes containing Postal Ballots after giving assent or dissent to the resolution contained in the Postal Ballot Notice by the shareholders without any cost.
 - d. It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 13th April, 2019 in the “Free Press Gujarat” (English Language) and the “Free Press Gujarat” (Gujarati Language).
 - e. The e-voting and Postal ballot period remained open from Monday, 15th April, 2019 (9.00 a.m.) and ended on Tuesday, 14th May, 2019 (5.00 p.m.).
 - f. The Members of the Company as on “cut off” date i.e. 5th April, 2019 were entitled to vote on the resolution stated in the Notice of the Postal Ballot.





- g. It has been confirmed by the Company/RTA that they have not issued any duplicate Postal Ballot Forms upon request received from Shareholders in this regard.
- h. During the period from 15th April, 2019 to 14th May, 2019 (i.e. total duration of 30 days), 67 Equity shareholders in respect of 1,61,25,332 Equity shares exercised their voting right through E-voting platform of CDSL.
- i. During the period from 15th April, 2019 to 14th May, 2019 (i.e. total duration of 30 days), necessary arrangements were also made to receive Postal Ballots in physical form through Postage Prepaid Reply Envelopes arranged through India Post. In addition thereto, arrangements were made to receive physical Postal Ballots from the Equity shareholders either through Hand delivery/Personally, Courier or Post etc.
- j. Based on this facility, no Postal Ballot Forms were received physically.
- k. The bifurcation regarding the mode of received Postal/E-voting Ballot Forms is given as under:

Sr. No.	Mode	Number Of Ballot Forms	Number of Shares
1.	E-voting	67	1,61,25,332
2.	Postage Paid Reply Envelope	Nil	Nil
3.	Courier	Nil	Nil
4.	Hand Delivery	Nil	Nil
	Total	67	1,61,25,332

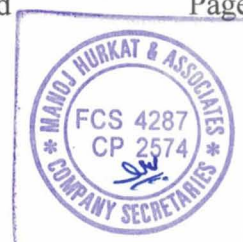
1. On receiving the original Postal Ballot Forms, the same were required to be kept under the safe custody with proper reference details.



- m. The votes casted on E-voting were subsequently unblocked by me on 15th May, 2019 (after end of voting period) in the presence of 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. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil A. Mulchandani 58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad	
02.	Rekha Hurkat A/6, Rangbindu Society, B/h Bombay Garage, Shahibaug, Ahmedabad - 380004	

- n. The Postal Ballot Forms were kept under my instructions, in safe custody before commencing the scrutiny of such postal ballot forms.
- o. All the Postal Ballot Forms received upto the close of working hours i.e. 5.00 p.m. on Tuesday, 14th May, 2019; being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny. Envelopes containing postal ballot forms, received after 14th May, 2019 were not considered for my scrutiny.
- p. The ballot forms, which were incomplete and/or which were otherwise found defective (due to reasons like signature mismatch, confused/double voting, no votes polled etc.) were required to be treated as invalid and were required to be identified separately. There was no such invalid votes.
- q. Upon opening of the envelopes containing Postal Ballot Forms, the Inward Numbers were required to be endorsed on the respective Postal Ballot Forms for onward process and these Inward Numbers were required to be consecutively given in chronological order.



- r. The electronic ballots (E-voting) and Postal ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.
- s. As contained in the Postal Ballot notice, votes given by the Equity shareholder through E-voting were considered final and binding. Therefore, votes given by the Equity shareholder through Postal Ballot was required to be ignored, if the Equity shareholder has exercised his vote through E-voting. However there was no such instance.
- t. Thereafter, the details of members, who have voted “For”, “Against” the resolution proposed for Postal Ballot, were prepared based on report generated from the e-voting website of CDSL and the scrutiny of the original postal ballots received from the equity shareholders.
5. Based on the scrutiny of the Ballots (both E-voting and Postal Ballot), the result of the E-voting & Postal Ballot on the Resolution is as under:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	67	1,61,25,332
Total Postal Ballots received	Nil	Nil
Total Ballots received	67	1,61,25,332
Less: Invalid ballot	Nil	Nil
Total Valid Ballots	67	1,61,25,332
Less: Unutilised votes	Nil	Nil
Total Valid used Ballots	67	1,61,25,332



Special Resolution for migration of listing of equity shares from EMERGE SME Platform of NSE Limited to Main Board/Capital Market Segment of NSE Limited.

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

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	67	16125332	161253320	100.00
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	67	16125332	161253320	100.00

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

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	Nil	Nil	Nil	Nil
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil



Pursuant to the proviso of Section 276 of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, it is provided that the Special Resolution shall be acted upon if and only if votes cast by shareholders other than promoters in favour of the proposal amount to atleast two times the number of votes cast by shareholders other than promoters against the proposal i.e. the Promoters shall abstain from voting.

In view of this, for the purpose of determining requisite majority for this resolution, I have further checked and scrutinized as to whether any of the promoters have participated in the voting process for this item of business. After such checking and scrutiny, I have excluded the voting of all the promoters as per the available list of promoters.

Hence, the final voting result, as per Regulation 276 of SEBI (ICDR) Regulations, 2018 is as under:

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

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	62	3434384	34343840	100.00
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	62	3434384	34343840	100.00

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

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	Nil	Nil	Nil	Nil
Through Postal Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil



(iii) **Invalid Votes:**

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	Nil	Nil
Total	Nil	Nil

Thus, the percentage of votes in favour and against the resolution is as under:

	Based on Number of Shares	Based on Value of Shares
In favour	100.00	100.00
Against	Nil	Nil

You may accordingly declare the result of voting conducted through Postal Ballot with E-voting facility.


5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those equity share holders whose votes which were declared “Invalid” for the resolution and also the resolutions/authorization received from corporate shareholders etc. together with the original postal ballots, will be returned separately, in due course.

Thanking you,

Place: Ahmedabad
Date: 15th May, 2019



Yours faithfully,


Signature of the Scrutinizer
[CS MANOJ HURKAT]
FCS – 4287, CP -2574
PRACTISING COMPANY SECRETARY



Countersigned by:
For, SANGINITA CHEMICALS LIMITED


Chairman/Authorised Signatory