

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]

29th September, 2017

To,
The Chairman
M/s Godavari Biorefineries Limited
Somaiya Bhavan
45/47, Mahatma Gandhi Road, Fort
Mumbai – 400 001

Subject: Consolidated Report on members' voting through electronic means and poll process paper at the 62nd Annual General Meeting.

Dear Sir,

The Board of Directors of Godavari Biorefineries Limited ("**the Company**") at its meeting held on 28th September, 2017 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 21 of the Companies (Management And Administration) Rules, 2014 ("**the Rules**") to scrutinize the voting conducted through the remote e-voting and voting at the meeting through poll process on all resolutions set out in the Notice convening the Sixty Second Annual General Meeting ("**AGM**") of the Company, which was held on 28th September, 2017.

Members 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 25th September, 2017 and ended at 5.00 p.m. on the 27th September, 2017 (both Indian Standard Time - IST). A few members of the Company have voted through electronic means during the stated voting period.

Members attending the AGM and who had not cast votes through remote e-voting; were invited by the Chairman to cast their votes at the meeting through Poll Process on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(xi) of Rule 20 of the Rules. Accordingly, a few members voted through Poll process undertaken at the AGM.

In accordance with sub-rule 4(xii) of Rule 20 of the Rules; and upon completion of the poll process, the Ballot Box wherein the members had dropped their poll papers were opened by and poll papers were carefully scrutinized by me. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Having the above accomplished; I un-blocked the votes casted through electronic voting.

The witnesses' confirmation in this context is submitted herein next along this Report.

And now in pursuance of sub-rule 2 of Rule 21 of the Rules; I have pleasure to submit, the Annexure 1, the consolidated report of total votes cast, whether in favour or against.

You are requested to acknowledge receipt of this report.

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190

WITNESSES' CONFIRMATION

In pursuance of Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through electronic voting means and poll process by members of Godavari Biorefineries Limited ("the Company") on all resolutions set out in the Notice convening the 62nd AGM of Company, which was held on 28th September, 2017 at 12.00 noon at Nalanda Auditorium, 4th Floor, 'Somaiya Vidyavihar', SIMSR Building, Off 7th Rajawadi Road, Mumbai – 400 077; we, Nandini Parekh (residing at 60/62, 1st Floor, J.M. Compound, 3rd Goiwada, Bhuleshwar, Mumbai – 400 002) and Ameer Yagnik (residing at 4A, Ganga Laheri, 19, Banganga Road, Walkeshwar, Mumbai – 400 006) hereby confirm our witnessing the following -

- a) after completion of the poll process at the above mentioned AGM, the Ballot Box wherein the members of the Company have dropped their poll papers was opened by Mr. Tushar Shridharani, Practicing Company Secretary in our presence; and
- b) after completion of voting by members through poll papers, Mr. Shridharani un-blocked the votes that the members of the Company have casted through the means of electronic means.

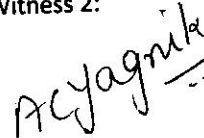
We further state that we are not in the employment of the Company.

Witness 1:



(Nandini Parekh)
B. Com., FCS

Witness 2:



(Ameer Yagnik)
B. Com., ACS

Date: 29th September, 2017
Place: Mumbai

Annexure 1

1.	Resolution required : Ordinary		To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March 2017 including the Balance Sheet as at 31 st March 2017 and the Reports of the Auditors' and Directors' thereon.					
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0.00	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total	3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00	

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 re-appointment.					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled 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	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0.00	0	0.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total		0	0.00	0.00	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

3.	Resolution required : Ordinary		To appoint a Director in place of Mr. Mohan Somanathan (DIN: 03184356), who retires by rotation, and being eligible, offers himself for re-appointment.					
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total	3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00	

4.	Resolution required : Ordinary		To ratify appointment of M/s. Desai Saksena & Associates, Chartered Accountants (Firm Registration No. 102358W), as Auditors of the Company, as approved by members at the 59 th Annual General Meeting and to fix their remuneration for the financial year ending 31 st March, 2018.					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled 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	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total	3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00	

5.		Resolution required : Special		To approve re-appointment of Mr. S. N. Bableshwar Director – Works and remuneration payable to him.				
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

6.		Resolution required : Special		To consider revision and modification in remuneration payable to Mr. Samir Somaiya, Chairman & Managing Director.				
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

7.	Resolution required : Special		To consider and approve revision in remuneration of Mr. Vinay Joshi, Executive Director.					
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total	3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00	

8.		Resolution required : Ordinary		To approve remuneration payable to the Cost Auditor of the Company.				
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

9.		Resolution required : Special		To approve contributing to Charitable and other funds.				
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

10.		Resolution required : Special		To approve acceptance of Deposits.				
Category	Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

11.	Resolution required : Ordinary		To approve appropriation of amount to General Reserve Account.					
	Category	12. Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled 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
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total		3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00

12.	Resolution required : Special		To approve alteration in Articles of Association of the Company.					
Category	1. Mode of Voting	No. of shares	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	2,85,37,464	1,38,31,587	48.4682	1,38,31,587	0	100.00	0.00
	Poll		1,47,05,877	51.5318	1,47,05,877	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		2,85,37,464	100.0000	2,85,37,464	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	84,14,883	450	0.0053	450	0	100.00	0.00
	Poll		1,82,190	2.1651	1,82,190	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	Total		1,82,640	2.1704	1,82,640	0	100.00	0.00
Total	3,69,52,347	2,87,20,104	77.7220	2,87,20,104	0	100.00	0.00	

(Tushar Shridharani)

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