

Combined Report of Scrutinizer for Remote e-Voting and e-Voting during AGM

To,

Mr. Sharad Upasani
The Chairperson of 56th Annual General Meeting of Gharda Chemicals Limited.

Report on voting for the 56th Annual General Meeting held on Wednesday, September 28, 2022 at 11.30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM").

Combined Scrutinizer's Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as "Act") read with the Rules issued there under.

CS Nrupang B. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries ("the firm") was appointed as the Scrutinizer by the Board of Directors of **Gharda Chemicals Limited ("Company")** pursuant to the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (Remote e-Voting) and the electronic voting during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice of 56th Annual General Meeting of the Company ("Meeting"/"AGM").

I, **CS Nrupang B. Dholakia, Designated Partner of the firm**, submit combined report as under:

1. The AGM was held in compliance with the MCA Circulars regarding holding of the "AGM" through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) without the physical presence of the Members at a common venue. The Company has confirmed that the Notice of the AGM along with the Annual Report for the financial year 2021-22 has being sent through electronic mode to those Members whose e-mail addresses were registered with the Company and hard copy is also being dispatched by the post/courier.
2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting (which includes remote e-voting and the electronic voting during the AGM) to the Members on the resolutions proposed in the Notice calling the 56th AGM of the Company was the responsibility of the management. Our responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a combined scrutinizer's report on the voting to the Chairperson on the resolutions.
3. The voting facility both for e-voting prior to the AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by National Securities Depository Limited ('NSDL').
4. The remote e-voting period commenced on Saturday, September 24, 2022 9:00 a.m. (IST) and concluded on Tuesday, September 27, 2022 5:00 p.m. (IST).
5. The e-voting during the AGM was conducted online on the website of NSDL i.e. www.evoting.nsdl.com.



6. The facility to vote through electronic voting system as stated in point 5 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through Remote e-Voting.
7. After the closure of the e-voting after 15 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of NSDL i.e. www.evoting.nsdl.com on Wednesday, September 28, 2022 in the presence of two witnesses who are not in the employment of the Company.
8. I hereby submit a combined scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 56th AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the basis of the data downloaded from the electronic voting system of NSDL.
9. Members who had exercised their vote through remote e-voting were not allowed to vote during the AGM in compliance with Rule 20 (4) (xi) of the Companies (Management and Administration) Rules, 2014.
10. **The Combined Result (Remote e-Voting + e-Voting during the AGM) is as under:**

- a) **Item No 1: To receive, consider, and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2022, the reports of the Board of Directors and Auditors thereon**

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	44,023	85.38
B. e-Voting during the AGM		
1	2	0.08
C. Combined (A+B)		
15	44,025	81.34

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	7,540	14.62
B. e-Voting during the AGM		
4	2,559	99.92
C. Combined (A+B)		
6	10,099	18.66



- b) Item No 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March 2022, and the report of the Auditors thereon.

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	44,023	85.38
B. e-Voting during the AGM		
1	2	0.08
C. Combined (A+B)		
15	44,025	81.34

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	7,540	14.62
B. e-Voting during the AGM		
4	2,559	99.92
C. Combined (A+B)		
6	10,099	18.66



c) **Item No 3: To confirm the payment of the Interim Dividend and to declare a Final Dividend for the year ended 31st March, 2022**

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	14	44,023
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	14	44,023
B. e-Voting during the AGM		
Total Votes received	1	2
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	1	2
C. Combined (A+B)		
Total Votes received	15	44,025
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	15	44,025



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	44,023	100
B. e-Voting during the AGM		
1	2	100
C. Combined (A+B)		
15	44,025	100

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
NIL	NIL	NIL



- d) Item No 4: To appoint a Director in place of Mrs. Almitra H Patel (DIN: 00960457), who retires by rotation and being eligible offers herself for re-appointment

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	44,023	85.38
B. e-Voting during the AGM		
1	2	0.08
C. Combined (A+B)		
15	44,025	81.34

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	7,540	14.62
B. e-Voting during the AGM		
4	2,559	99.92
C. Combined (A+B)		
6	10,099	18.66



- e) Item No 5: To appoint BSR & Co. LLP Chartered Accountants, as Statutory Auditors of the Company for a period of 5 (Five) financial years i.e. from the conclusion of 56th Annual General Meeting of the Company until the conclusion of the 61st Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	51,563	100
B. e-Voting during the AGM		
5	2,561	100
C. Combined (A+B)		
21	54,124	100

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
NIL	NIL	NIL



f) **Item No 6: Re-appointment of Dr. S. Sivaram (DIN: 00009900) as Independent Director**

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	51,563	100
B. e-Voting during the AGM		
5	2,561	100
C. Combined (A+B)		
21	54,124	100

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
NIL	NIL	NIL



g) Item No 7: Re-Appointment of Mr. Nilesh A Kulkarni (DIN: 03264622) as Whole Time Director of the Company

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	44,023	85.38
B. e-Voting during the AGM		
1	2	0.08
C. Combined (A+B)		
15	44,025	81.34

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	7,540	14.92
B. e-Voting during the AGM		
4	2,559	99.92
C. Combined (A+B)		
6	10,099	18.66



h) Item No 8: Appointment of Dr. Ashish Lele (DIN: 06818040) as an Independent Director

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	51,563	100
B. e-Voting during the AGM		
5	2,561	100
C. Combined (A+B)		
21	54,124	100

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
NIL	NIL	NIL



i) **Item No 9: Commission to Non-Executive Directors**

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
14	44,023	85.38
B. e-Voting during the AGM		
1	2	0.08
C. Combined (A+B)		
15	44,025	81.34

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

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	7,540	14.62
B. e-Voting during the AGM		
4	2,559	99.92
C. Combined (A+B)		
6	10,099	18.66



j) **Item No 10: Ratification of remuneration payable to Cost Auditors**

Particulars	Number of Members who cast vote	No of Equity Shares (Votes cast)
A. Remote e-Voting		
Total Votes received	16	51,563
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	16	51,563
B. e-Voting during the AGM		
Total Votes received	5	2,561
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	5	2,561
C. Combined (A+B)		
Total Votes received	21	54,124
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	21	54,124



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
16	51,563	100
B. e-Voting during the AGM		
5	2,561	100
C. Combined (A+B)		
21	54,124	100

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
NIL	NIL	NIL

11. You may accordingly declare the combined result of the remote e-voting and e-voting during AGM.

12. All the relevant records of remote e-voting and e-voting during AGM will be e-mailed to the Chairperson and Mr. Michael Raj, Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 CP No: 12884

UDIN: F010032D001077549

Place: Mumbai

Date: September 29, 2022

Received on 29/9/22