



Ref. No: VOL/B-1/2018/41

Date : November 23, 2018

To,  
Listing/Compliance Department  
**BSE LTD.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

**BSE CODE – 540145**

Sir/Madam,

**SUBJECT:** Meeting of the Equity Shareholders of the Company Convened under NCLT Order dated October 12, 2018 held on Thursday, the 22<sup>nd</sup> day of November 2018.

We submit herewith the Voting Result and consolidated Scrutinizers Report of M/s Sunil Dedhia & Co. on the results of voting conducted through Remote E-Voting, Postal Ballot and Poll at the meeting of Equity shareholders of the Company Convened under NCLT order dated October 12, 2018 pursuant to section 108, 109 and 110 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014.

The Resolution placed for approval at the Equity shareholders meeting as set out in the notice dated October 15, 2018 have been passed by the members with requisite majority.

Kindly take the above on record.

Thanking You,

Yours Faithfully,

FOR VALIANT ORGANICS LIMITED

**VYOMA VYAS**

Company Secretary & Compliance Officer

ICSI M. No. A45555

**VALIANT ORGANICS LTD**

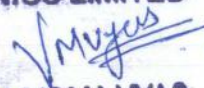
Date of the AGM/EGM	22/11/2018
Total number of shareholders on record date	784
No. of shareholders present in the meeting either in person or through proxy:	32
Promoters and promoter Group:	6
Public:	26
No. of shareholders attended the meeting through Video Conferencing:	NOT ARRANGED
Promoters and promoter Group:	
Public:	

**Resolution 1 :** Approving Scheme of Merger by Absorption of Amarjyot Chemical Limited and Valiant Organics Limited

Resolution required : (Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (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 & Promoter Group	E-VOTING	2709150	0	0.00	0	0	0.00	0.00
	POLL		2318283	85.57	2318283	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		2318283	85.57	2318283	0	100.00	0.00
Public - Institutions	E-VOTING	52200	52200	100.00	52200	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		52200	100.00	52200	0	0.00	0.00
Public-Non Institutions	E-VOTING	3103000	2259445	72.82	2259445	0	100.00	0.00
	POLL		450	0.01	450	0	100.00	0.00
	POSTAL BALLOT		13200	0.42	13200	0	100.00	0.00
	TOTAL		2273095	73.25	2273095	0	100.00	0.00
<b>TOTAL</b>		<b>5864350</b>	<b>4643578</b>	<b>79.18</b>	<b>4643578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**For VALIANT ORGANICS LIMITED**

  
**VYOMA VYAS**  
 Company Secretary  
 ICSI M No.: A45555





## CONSOLIDATED SCRUTINIZER'S REPORT

### FOR POSTAL BALLOT, E-VOTING & POLL OF VALIANT ORGANICS LIMITED

[Pursuant to Sections 108, 109 and 110 of the Companies Act, 2013 and Rules 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairperson - NCLT convened Meeting of the Equity Shareholders,**

**Valiant Organics Limited (CIN: L24230MH2005PLC151348)**

109 Udyog Kshetra 1st Floor,

Mulund Goregaon Link Road,

Mulund (W), Mumbai 400080.

**Sub: Consolidated Report on the results of Voting conducted through Postal Ballot, Remote Electronic Voting and the Poll conducted at the Meeting of Equity Shareholders of Valiant Organics Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench on Thursday, the 22nd November, 2018 at 12.30 P.M. at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D Mart, Mulund West, Mumbai – 400080 vide NCLT Order dated October 12, 2018 in Company Scheme Application No. 1120 of 2018.**

Dear Sir,

In terms of the appointment letter dated October 12, 2018 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its order dated October 12, 2018 in the Company Scheme application number 1120 of 2018, I, Sunil M. Dedhia, Practicing Company Secretary (Membership No. 3483 and CP No. 2031), having office at 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portuguese Church, Dadar(W), Mumbai - 400028, was appointed as the Scrutinizer for the purpose of scrutinizing the Physical Postal ballot Form(s) and Remote E-Voting which commenced on Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST) on the Resolution proposed in the Notice dated October 15, 2018 and the physical Poll conducted at the NCLT convened meeting of the Equity Shareholders of the Company, held on Thursday, 22nd day of November, 2018 at 12:30 P.M. at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D Mart, Mulund West, Mumbai – 400080.

The compliance with the provisions of the Companies Act, 2013, Rules made thereunder, applicable NCLT rules and NCLT Order dated October 12, 2018, relating to voting through Postal Ballot, Electronic means and voting by Poll at the meeting by the equity shareholders on the resolution proposed in the Notice dated October 15, 2018, is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting is conducted in a

*Sunil Dedhia*





fair and transparent manner and render scrutinizer's report of the total votes cast "in favour" or "against" on the Resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and physical counting of votes tendered by way of Ballot papers and Poll papers.

Pursuant to Sections 108, 109 and 110 of the Companies Act, 2013 read with Rules 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and as per directions issued by NCLT, the Company had provided Remote E-Voting facility through Central Depository Services (India) Limited (CDSL) and also the facility of physical voting by way of Postal Ballot and on Poll at the NCLT Convened meeting.

The Remote E-Voting and Voting by way of Postal Ballot, by the Equity Shareholders of the Company as at cut-off date viz. October 12, 2018, commenced on Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST).

Additionally, the Equity Shareholders of the Company as at the cut-off date viz. October 12, 2018, who had not voted either by way of remote E-Voting or Postal Ballot earlier, were allowed to vote by way of Poll at the NCLT Convened Meeting.

I hereby submit my consolidated report as hereunder:

1. The Company completed the dispatch of the Notice Convening the Meeting dated October 15, 2018 along with enclosures thereto including Attendance Slip and Proxy Form to Shareholders of the Company as on the cut-off date viz. October 12, 2018, through Physical Mode via courier, on October 19, 2018.
2. In pursuance of directions issued by NCLT vide its Order dated October 12, 2018, the Company published newspaper advertisements intimating the calling of the NCLT Convened meeting and dispatch of Notice in English in 'Business Standard' dated October 18, 2018 and in Marathi in 'Navshakti' dated October 18, 2018, both having circulation in Mumbai.
3. As per the provisions of the Companies Act, 2013 read with Rules 20, 21 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ('Listing Regulations'), the Company had provided the shareholders of the Company holding shares on the cut-off date viz. October 12 2018 the facility of casting votes electronically through remote E-Voting, physical voting through Postal Ballot and also voting physically at the NCLT Convened Meeting by means of Poll.

The facility of remote electronic voting and voting by way of Postal Ballot was provided by the Company to the eligible shareholders from Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST).

Sunil Dedhia





4. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, I unblocked the E-Voting Results on CDSL's Website on November 22, 2018 in the presence of Mrs. Manisha R. Wakchaure and Ms. Sailee Patil, who are not in the employment of the Company.
5. At the NCLT Convened Meeting of the Shareholders of the Company held on November 22, 2018, the Chairperson of the Meeting announced conducting of Poll to facilitate the eligible members present in the meeting, who could not participate in the remote E-Voting and also did not cast their votes through Postal Ballot, to record their votes through the Poll process. The Hon'ble NCLT had appointed me as the Scrutinizer for the same.
6. The votes casted through Postal Ballot and Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
7. Particulars of all Physical Postal Ballot Forms received from the shareholders, votes casted by Poll at the meeting and votes casted through electronic means have been maintained in a separate registers in electronic mode.
8. We have relied on information provided by M/s. Bigshare Services Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.
9. I hereby report that 83(Eighty three) Equity Shareholders holding in aggregate 23,11,645 Equity shares availed E-voting facility to cast votes on the Resolution proposed in the Notice calling the Meeting of the Equity Shareholders of the Company.

I further report that 1(One) Equity Shareholders holding in aggregate 13,200 Equity shares casted votes by way of Postal Ballot and 13(Thirteen) Equity Shareholders holding in aggregate 23,18,733 Equity Shares on cut off date voted on Poll at the meeting.

None of the votes casted by Remote E-voting or Postal Ballot were regarded as invalid. I did not find any poll papers invalid.

10. Based on the reports generated from the E-Voting system provided by CDSL and votes casted through Postal Ballot and votes casted on Poll on the following resolution, I submit the consolidated results of E-Voting, Postal Ballot and Poll as under:

Resolution for approving Scheme of Merger by absorption pursuant Section 230 read with Section to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, of Amarjyot Chemical Limited ("Transferor Company") and Valiant Organics Limited, ("Transferee Company") and their respective Shareholders and Creditors:

*Sunil Dedhia*





**Consolidated summary of total votes casted on the Resolution:**

Mode	Number of Members/ Ballots voted	Number of Equity Shares voted	FAVOUR		AGAINST		INVALID	
			Number of Members / Ballots voted	Number of Equity Shares voted	Number of Members / Ballots voted	Number of Equity Shares voted	Number of Members / Ballots voted	Number of Equity Shares voted
1	2	3	4	5	6	7	8	9
E-Voting	83	2311645	83	2311645	0	0	0	0
Postal Ballot	1	13200	1	13200	0	0	0	0
Poll	13	2318733	13	2318733	0	0	0	0
<b>Total</b>	<b>97</b>	<b>4643578</b>	<b>97</b>	<b>4643578</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>% of Total</b>			<b>100</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Based on the above, the Resolution stands passed under Postal Ballot, E-Voting and Poll, with the requisite majority.

I have issued separate Scrutinizer's Reports dated November 23, 2018 on Remote E-Voting and Postal Ballot (Annexure 1) and on the Poll in Form MGT-13 (Annexure 2) attached herewith.

You are requested to declare the said result accordingly.

Thanking you,

Yours faithfully,  
For Sunil M. Dedhia & Co.

*Sunil Dedhia*

CS Sunil M. Dedhia  
Proprietor  
FCS No. 3483 C.P. No. 2031  
Place: Mumbai  
Date: November 23, 2018

*Encl: Annexure 1 & 2  
Sunil Dedhia*



*Hemchand*

Countersigned by Mr. Hemchand Lalji Gala  
Chairperson appointed for NCLT Convened  
Meeting of VALIANT ORGANICS LIMITED



## SCRUTINIZER'S REPORT

### FOR E- VOTING AND POSTAL BALLOT OF VALIANT ORGANICS LIMITED

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

November 23, 2018

To:

**The Chairperson - NCLT convened Meeting of the Equity Shareholders,  
Valiant Organics Limited (CIN: L24230MH2005PLC151348)**

109 Udyog Kshetra 1st Floor,  
Mulund Goregaon Link Road,  
Mulund (W), Mumbai 400080.

**Sub: Report on the results of Voting conducted through Remote Electronic Voting and Postal Ballot for the Meeting of Equity Shareholders of Valiant Organics Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench on Thursday, the 22nd November, 2018 at 12.30 P.M. vide NCLT Order dated October 12, 2018 in Company Scheme Application No. 1120 of 2018.**

Dear Sir,

1. In terms of the appointment letter dated October 12, 2018 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its order dated October 12, 2018 in the Company Scheme application number 1120 of 2018, I, CS Sunil M. Dedhia, Practicing Company Secretary (Membership No. 3483 and CP No. 2031), having office at 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, was appointed as the Scrutinizer for the purpose of scrutinizing the Physical Postal ballot Form(s) and Remote E-Voting which commenced on Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST) on the Resolution proposed in the Notice dated October 15, 2018 and the physical Poll conducted at the NCLT convened meeting of the Equity Shareholders of the Company, held on Thursday, 22nd day of November, 2018 at 12:30 P.M. at Prasad Food Divine, Mulund-Goregaon Link Road, Opposite D Mart, Mulund West, Mumbai - 400080.
2. The compliance with the provisions of the Companies Act, 2013, Rules made thereunder, applicable NCLT rules and NCLT Order dated October 12, 2018, relating to voting through Electronic means and Postal Ballot on the resolution proposed in the Notice dated October 15, 2018, is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting is conducted in a fair and transparent manner and render scrutinizer's report of

Sunil Dedhia



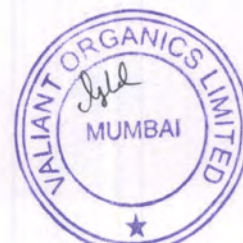


of the total votes cast "in favour" or "against" on the Resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and physical counting of votes tendered by way of Ballot papers.

3. Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and as per directions issued by NCLT, the Company had provided Remote E-Voting facility through Central Depository Services (India) Limited(CDSL) and also the facility of physical voting by way of Postal Ballot.
4. In this regard, I submit my report as under:-
  - a. The Remote E-Voting and Voting by way of Postal Ballot, by the Equity Shareholders of the Company as at cut-off date viz. October 12, 2018, commenced on Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST).
  - b. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, I unblocked the E-Voting Results on CDSL's Website on November 22, 2018, in the presence of Mrs. Manisha R. Wakchaure and Ms. Sailee Patil, who are not in the employment of the Company.
  - c. Particulars of all Physical Postal Ballot Forms received from the shareholders and votes casted through electronic means have been maintained in a separate registers in electronic mode.
  - d. We have relied on information provided by M/s. Bigshare Services Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.
  - e. 83(Eighty three) Equity Shareholders holding in aggregate 23,11,645 Equity shares availed E-voting facility.
  - f. 1(One) Equity Shareholders holding in aggregate 13,200 Equity shares casted votes by way of Postal Ballot.
  - g. None of the votes casted by Remote E-voting or Postal Ballot were regarded as invalid.
5. Based on the reports generated from the E-Voting system provided by CDSL and votes casted through Postal Ballot on the following resolution, I submit the result of E-Voting and Postal Ballot as under:

Resolution for approving Scheme of Merger by absorption pursuant Section 230 read with Section to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, of Amarjyot Chemical Limited ("Transferor Company") and Valiant Organics Limited, ("Transferee Company") and their respective Shareholders and Creditors:

*Sunil Dedhia*





**Summary of total votes casted by way of E-Voting and Postal Ballot the Resolution:**

Mode	Number of Members/ Ballots voted	Number of Equity Shares voted	FAVOUR		AGAINST		INVALID	
			Number of Members / Ballots voted	Number of Equity Shares voted	Number of Members / Ballots voted	Number of Equity Shares voted	Number of Members / Ballots voted	Number of Equity Shares voted
1	2	3	4	5	6	7	8	9
E-Voting	83	2311645	83	2311645	0	0	0	0
Postal Ballot	1	13200	1	13200	0	0	0	0
Total	84	2324845	84	2324845	0	0	0	0
% of Total			100	100	0	0	0	0

6. Lists of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid in respect of the E-Voting and Postal Ballot are enclosed.
7. The Register, all other papers and relevant records relating to electronic voting and Postal Ballot shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
For Sunil M. Dedhia & Co.

*Sunil M. Dedhia*

CS Sunil M. Dedhia  
Proprietor  
FCS No. 3483 C.P. No. 2031  
Place: Mumbai  
Date: November 23, 2018



*Hemchand Lalji Gala*

Countersigned by Mr. Hemchand Lalji Gala  
Chairperson appointed for NCLT Convened  
Meeting of VALIANT ORGANICS LIMITED



**FORM No. MGT-13**

**Report of Scrutinizer(s) - on POLL**

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

November 23, 2018

To:

**The Chairperson - NCLT convened Meeting of the Equity Shareholders,  
Valiant Organics Limited (CIN: L24230MH2005PLC151348)**

109 Udyog Kshetra 1st Floor,  
Mulund Goregaon Link Road,  
Mulund (W), Mumbai 400080.

Dear Sir,

1. In terms of the appointment letter dated October 12, 2018 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its order dated October 12, 2018 in the Company Scheme application number 1120 of 2018, I, CS Sunil M. Dedhia, Practicing Company Secretary (Membership No. 3483 and CP No. 2031), having office at 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, was appointed as the Scrutinizer, inter alia, for the purpose of the poll taken on the Resolution proposed in the Notice dated October 15, 2018 and for the physical Poll conducted at the NCLT convened meeting of the Equity Shareholders of the Company, held on Thursday, 22nd day of November, 2018 at 12:30 P.M. at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D Mart, Mulund West, Mumbai - 400080, submit my report as under:
2. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence with two witness, namely, Mrs. Manisha R. Wakchaure and Ms. Sailee Patil, who are not in the employment of the Company. Poll papers were diligently scrutinized. Poll papers were reconciled with the records maintained by the ~~Company~~ / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. I did not find any poll papers inv...

*Sunil Dedhia*





## 5. The result of the Poll is as under:

Resolution for approving Scheme of Merger by absorption pursuant Section 230 read with Section to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, of Amarjyot Chemical Limited ("Transferor Company") and Valiant Organics Limited, ("Transferee Company") and their respective Shareholders and Creditors:

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	23,18,733	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

## (iii) Invalid Votes:

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid in respect of Poll is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,  
For Sunil M. Dedhia & Co.

*Sunil Dedhia*  
CS Sunil M. Dedhia  
Proprietor  
FCS No. 3483 C.P. No. 2031  
Place: Mumbai  
Date: November 23, 2018



*Hemchand Lalji Gala*  
Countersigned by Mr. Hemchand Lalji Gala  
Chairperson appointed for NCLT Convened  
Meeting of VALIANT ORGANICS LIMITED



**Lists of equity shareholders who voted ON POLL for, against or whose votes declared invalid**

**VALIANT ORGANICS LIMITED - NCLT CONVENED MEETING ON 22.11.2018**

**The undermentioned Equity Shareholders voted in favour of the proposed Scheme of Merger by Absorption being adopted and carried into effect :**

SR NO	FOLIO NO.	NAME OF THE MEMBER	ADDRESS	NO. OF EQUITY SHARES HELD	VOTED SHARES	CATEGORY
1	1202970000192349	HEMCHAND LALJI GALA	'3/B, AMRIT, 'P.M ROAD, 'SANTACRUZ (WEST), 'MUMBAI 400054	74928	74928	PROMOTER/PROMOTER GROUP
2	1202970000236698	ARVIND KANJI CHHEDA	'A/502,5TH FLOOR,MAHESH APPT, 'B.M BHARGAVA MARG, 'SANTACRUZ WEST, 'MUMBAI 400054	427738	427738	PROMOTER/PROMOTER GROUP
3	IN30018311374529	VARSHA PARESH SHAH	'503 JAMUNA VIHAR 'C D BARFIWALA LANE 'ANDHERI WEST 'MUMBAI 400058	450	450	PUBLIC
4	IN30185410001495	CHANDRAKANT VALLABHAJI GOGRI	'1801, RICHMOND TOWER 'CLIFF AVENUE, HIRANANDANI GARDEN 'NEAR HIRANANDANI SCHOOL, POWAI 'MUMBAI 400076	600	600	PROMOTER/PROMOTER GROUP
5	IN30185410070321	JAYA CHANDRAKANT GOGRI	'1801, 18TH FLOOR, RICHMOND, CLIFF AVENUE, POWAI, NEAR HIRANANDANI 'SCHOOL, HIRANANDANI GARDEN, POWAI 'MUMBAI 400076	2700	2700	PROMOTER/PROMOTER GROUP
6	IN30185410100136	MIRIK RAJENDRA GOGRI	'2401, RICHMOND, CLIFF AVENUE 'NEAR FOREST CLUB, HIRANANDANI GARDEN 'POWAI 'MUMBAI 400076	258967	258967	PROMOTER/PROMOTER GROUP
7	IN30185410107218	ARTI RAJENDRA GOGRI	'2401, RICHMOND, CLIFF AVENUE 'NEAR FOREST CLUB, HIRANANDANI 'GARDENS, POWAI 'MUMBAI 400076	420138	420138	PROMOTER/PROMOTER GROUP
8	IN30185410107226	MANISHA RASHESH GOGRI	'1802, RICHMOND TOWERS CLIFF AVENUE 'NEAR HIRANANDANI SCHOOL 'HIRANANDANI GARDEN, POWAI 'MUMBAI 400076	513157	513157	PROMOTER/PROMOTER GROUP
9	IN30185410107881	RASHESH CHANDRAKANT GOGRI	'1802, RICHMOND, CLIFF AVENUE 'NEAR HIRANANDANI SCHOOL 'HIRANANDANI GARDEN, POWAI 'POWAI IIT, MUMBAI 400076	300	300	PROMOTER/PROMOTER GROUP
10	IN30185410112778	ARTI RAJENDRA GOGRI	'2401, RICHMOND, CLIFF AVENUE 'NEAR FOREST CLUB, HIRANANDANI 'GARDEN, POWAI 'MUMBAI 400076	102583	102583	PROMOTER/PROMOTER GROUP
11	IN30185410112786	JAYA CHANDRAKANT GOGRI	'1801, 18TH FLOOR, RICHMOND 'CLIFF AVENUE, POWAI, NEAR 'HIRANANDANI SCHOOL, HIRANANDANI 'GARDEN, POWAI IIT, MUMBAI 400076	104430	104430	PROMOTER/PROMOTER GROUP
12	IN30185410112794	JAYA CHANDRAKANT GOGRI	'1801, 18TH FLOOR, RICHMOND 'CLIFF AVENUE, POWAI, NEAR HIRANANDANI 'SCHOOL, HIRANANDANI GARDEN 'POWAI IIT, MUMBAI 400076	216770	216770	PROMOTER/PROMOTER GROUP
13	IN30185410112868	MANISHA RASHESH GOGRI	'1802, RICHMOND TOWERS, CLIFF AVENUE 'NEAR HIRANANDANI SCHOOL 'HIRANANDANI GARDEN, POWAI IIT 'MUMBAI 400076	195972	195972	PROMOTER/PROMOTER GROUP
<b>TOTAL</b>				<b>23,18,733</b>	<b>23,18,733</b>	

**The undermentioned Equity Shareholders voted against the proposed Scheme of Merger by Absorption being adopted and carried into effect :**

SRNO	FOLIO NO.	NAME OF THE MEMBER	ADDRESS	NO. OF EQUITY SHARES HELD	VOTED SHARES
NIL					

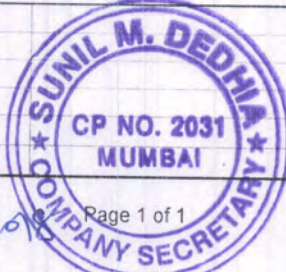
**The undermentioned Equity Shareholder's vote was INVALID :**

SRNO	FOLIO NO.	NAME OF THE MEMBER	ADDRESS	NO. OF EQUITY SHARES HELD	VOTED SHARES
NIL					

For **SUNIL M. DEDHIA & Co.**  
Company Secretaries

*Sunil Dedhia*  
**SCRUTINIZER**

(SUNIL M. DEDHIA)  
Proprietor  
FCS No. 3483



*Sunil*  
**CHAIRPERSON**





**CONSOLIDATED SCRUTINIZER'S REPORT**

**FOR POSTAL BALLOT, E-VOTING & POLL OF  
VALIANT ORGANICS LIMITED - PUBLIC SHAREHOLDERS**

[Pursuant to Sections 108, 109 and 110 of the Companies Act, 2013 and Rules 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017]

To,

**The Chairperson - NCLT convened Meeting of the Equity Shareholders,**

**Valiant Organics Limited (CIN: L24230MH2005PLC151348)**

109 Udyog Kshetra 1st Floor,  
Mulund Goregaon Link Road,  
Mulund (W), Mumbai 400080.

**Sub: Consolidated Report on the results of Voting by Public Shareholders through Postal Ballot, Remote Electronic Voting and the Poll conducted at the Meeting of Equity Shareholders of Valiant Organics Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench on Thursday, the 22nd November, 2018 at 12.30 P.M. at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D Mart, Mulund West, Mumbai - 400080 vide NCLT Order dated October 12, 2018 in Company Scheme Application No. 1120 of 2018.**

Dear Sir,

In terms of the appointment letter dated October 12, 2018 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its order dated October 12, 2018 in the Company Scheme application number 1120 of 2018, I, Sunil M. Dedhia, Practicing Company Secretary (Membership No. 3483 and CP No. 2031), having office at 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, was appointed as the Scrutinizer for the purpose of scrutinizing the Physical Postal ballot Form(s) and Remote E-Voting which commenced on Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST) on the Resolution proposed in the Notice dated October 15, 2018 and the physical Poll conducted at the NCLT convened meeting of the Equity Shareholders of the Company, held on Thursday, 22nd day of November, 2018 at 12:30 P.M. at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D Mart, Mulund West, Mumbai - 400080.

The compliance with the provisions of the Companies Act, 2013, Rules made thereunder, applicable NCLT rules and NCLT Order dated October 12, 2018, relating to voting through Postal Ballot, Electronic means and voting by Poll at the meeting by the equity shareholders on the resolution proposed in the Notice dated October 15, 2018, is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting is conducted in a

*Sunil Dedhia*





fair and transparent manner and render scrutinizer's report of the total votes cast "in favour" or "against" on the Resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and physical counting of votes tendered by way of Ballot papers and Poll papers.

Pursuant to Sections 108, 109 and 110 of the Companies Act, 2013 read with Rules 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and as per directions issued by NCLT, the Company had provided Remote E-Voting facility through Central Depository Services (India) Limited (CDSL) and also the facility of physical voting by way of Postal Ballot and on Poll at the NCLT Convened meeting.

The Remote E-Voting and Voting by way of Postal Ballot, by the Equity Shareholders of the Company as at cut-off date viz. October 12, 2018, commenced on Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST).

Additionally, the Equity Shareholders of the Company as at the cut-off date viz. October 12, 2018, who had not voted either by way of remote E-Voting or Postal Ballot earlier, were allowed to vote by way of Poll at the NCLT Convened Meeting.

I hereby submit my consolidated report in respect of **Public Shareholders** as hereunder:

1. The Company completed the dispatch of the Notice Convening the Meeting dated October 15, 2018 along with enclosures thereto including Attendance Slip and Proxy Form to Shareholders of the Company as on the cut-off date viz. October 12, 2018, through Physical Mode via courier, on October 19, 2018.
2. In pursuance of directions issued by NCLT vide its Order dated October 12, 2018, the Company published newspaper advertisements intimating the calling of the NCLT Convened meeting and dispatch of Notice in English in 'Business Standard' dated October 18, 2018 and in Marathi in 'Navshakti' dated October 18, 2018, both having circulation in Mumbai.
3. As per the provisions of the Companies Act, 2013 read with Rules 20, 21 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ('Listing Regulations'), the Company had provided the shareholders of the Company holding shares on the cut-off date viz. October 12 2018 the facility of casting votes electronically through remote E-Voting, physical voting through Postal Ballot and also voting physically at the NCLT Convened Meeting by means of Poll.

The facility of remote electronic voting and voting by way of Postal Ballot was provided by the Company to the eligible shareholders from Tuesday, October 23, 2018, at 9.00 A.M. (IST) and ended on Wednesday, November 21, 2018 at 5.00 P.M. (IST).

Sunil Dedhia





4. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, I unblocked the E-Voting Results on CDSL's Website on November 22, 2018 in the presence of Mrs. Manisha R. Wakchaure and Ms. Sailee Patil, who are not in the employment of the Company.
5. At the NCLT Convened Meeting of the Shareholders of the Company held on November 22, 2018, the Chairperson of the Meeting announced conducting of Poll to facilitate the eligible members present in the meeting, who could not participate in the remote E-Voting and also did not cast their votes through Postal Ballot, to record their votes through the Poll process. The Hon'ble NCLT had appointed me as the Scrutinizer for the same.
6. The votes casted through Postal Ballot and Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
7. Particulars of all Physical Postal Ballot Forms received from the shareholders, votes casted by Poll at the meeting and votes casted through electronic means have been maintained in a separate registers in electronic mode.
8. We have relied on information provided by M/s. Bigshare Services Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.
9. I hereby report that 83(Eighty three) Public Shareholders holding in aggregate 23,11,645 Equity shares availed E-voting facility to cast votes on the Resolution proposed in the Notice calling the Meeting of the Equity Shareholders of the Company.

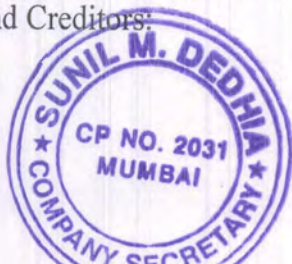
I further report that 1(One) Public Shareholder holding in aggregate 13,200 Equity shares casted votes by way of Postal Ballot and 1(One) Public Shareholder holding in aggregate 450 Equity Shares on cut off date voted on Poll at the meeting.

None of the votes casted by Remote E-voting or Postal Ballot were regarded as invalid. I did not find any poll papers invalid. **None of the Promoters or Promoter Group Shareholders voted through Remote E-Voting or Postal Ballot.**

10. Based on the reports generated from the E-Voting system provided by CDSL and votes casted through Postal Ballot and votes casted on Poll on the following resolution, I submit the consolidated results of voting by E-Voting, Postal Ballot and Poll by Public Shareholders as under:

Resolution for approving Scheme of Merger by absorption pursuant Section 230 read with Section to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, of Amarjyot Chemical Limited ("Transferor Company") and Valiant Organics Limited, ("Transferee Company") and their respective Shareholders and Creditors:

*Sunil Dedhia*





**Consolidated summary of total votes casted on the Resolution:**

Date of the NCLT Convened Meeting	November 22, 2018
Total number of Equity Shareholders as on Cut-off date October 12, 2018	784
No. of Shareholders present in the meeting either in person or through proxy	32
-Promoters and Promoters Group	6
-Public	26
No. of shareholders attended through Video Conferencing	
-Promoters and Promoters Group	N.A.
-Public	N.A.

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
		1	2	$(3)=[(2)/(1)] \times 100$	4	5	$(6)=[(4)/(2)] \times 100$	$(7)=[(5)/(2)] \times 100$
Promoter and Promoter Group	Remote E-Voting	2709150	None of the Promoters or Promoter Group Shareholders voted through Remote E-Voting or Postal Ballot.					
	Postal Ballot							
	Poll		Votes by Promoters and Promoter Group Shareholders have not been considered for this Report on Result of Voting by Public Shareholders.					
	Total		0	0	0	0	0	0
Public-Institutional holders	Remote E-Voting	52200	52200	100	52200	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		52200	100	52200	0		
Public-Non Institutional Others	Remote E-Voting	3103000	2259445	72.82	2259445	0	100	0
	Postal Ballot		13200	0.42	13200	0	100	0
	Poll		450	0.02	450	0	100	0
	Total		2273095	73.26	2273095	0	100	
<b>Total</b>		<b>*3155200</b>	<b>2325295</b>	<b>73.70</b>	<b>2325295</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* public shareholding only

Based on the above, the Resolution stands passed under Postal Ballot, E-Voting and Poll, with the majority by ALL the Public Shareholders.





Lists of **Public Shareholders** who voted "FOR", "AGAINST" and those whose votes were declared invalid in respect of the E-Voting, Postal Ballot and on Poll are enclosed.

I have also issued a separate Consolidated Scrutinizer's Reports dated November 23, 2018 on Voting **by all the Shareholders including Promoters and promoter Group** through Remote E-Voting and Postal Ballot (Annexure 1) and on the Poll in the above matter.

Thanking you,

Yours faithfully,  
For Sunil M. Dedhia & Co.

*Sunil Dedhia*

CS Sunil M. Dedhia  
Proprietor  
FCS No. 3483 C.P. No. 2031  
Place: Mumbai  
Date: November 23, 2018



Countersigned by Mr. Hemchand Lalji Gala  
Chairperson appointed for NCLT Convened  
Meeting of VALIANT ORGANICS LIMITED



*Hemchand Lalji Gala*