

**DVD & ASSOCIATES**

Company Secretaries

+ 91 - 9823239397

devendracs@gmail.com

Pune | Mumbai | Kolhapur | Yavatmal | Dubai

September, 8 2023

To  
Unnati Kanani,  
Company Secretary  
NEOGEN CHEMICALS LIMITED  
Office No, 1002 10th Floor Dev Corpora Bldg.,  
Opp. Cadbury Co., Pokhran Road No.2 Khopat  
Thane 400601

**Sub: Clarification with respect to the typographical error in the Consolidated Scrutinizer Report ("Report") issued to Neogen Chemicals Limited dated September 7, 2023.**

Dear Ms. Kanani,

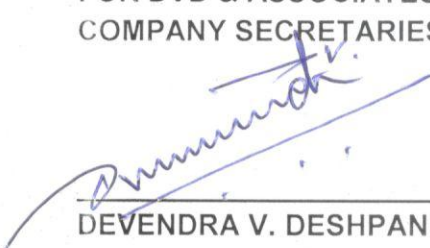
This is with reference to the above captioned Consolidated Scrutinizer's Report issued by us on remote e-voting and e-voting during the 34<sup>th</sup> Annual General Meeting of the Company.

There was a typographical error in the headings of the column in Annexure 1 provided with the Report on the results of remote voting and voting during the AGM. We are enclosing herewith the revised **Annexure 1** to the Report, we further confirm that the results declared through earlier report stands unchanged.

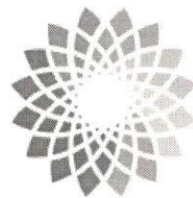
The typographical error in the column heads is not affecting the results given in the Report. I further have verified that the voting results submitted by the Company to the stock exchanges through XBRL mode are correct for all the resolutions.

I request you to kindly take the same on record.

FOR DVD & ASSOCIATES  
COMPANY SECRETARIES

  
\_\_\_\_\_  
DEVENDRA V. DESHPANDE  
Proprietor  
FCS 6099 CP 6515  
PR No.:1164/2021





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September 7, 2023

To  
NEOGEN CHEMICALS LIMITED  
Office No, 1002 10th Floor Dev Corpora Bldg  
Opp. Cadbury Co., Pokhran Road No.2 Khopat Thane 400601

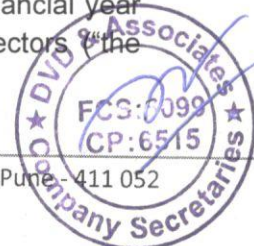
**Kind Attn: Mr. Haridas Kanani – Chairman and Managing Director**  
**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 34<sup>th</sup> Annual General Meeting**

Dear Mr. Haridas Kanani

I refer to our appointment as Scrutinizer to conduct and scrutinize the e-voting Process [including remote e-voting and e-voting through electronic mode at the 34<sup>th</sup> Annual General Meeting ("AGM") of Neogen Chemicals Limited ("the Company") conducted [as per the General Circular numbers 10/2022 dated December 28, 2022, 02/2022 dated May 5, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 19/2021 dated December 8, 2021, 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020, 2/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular number SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/CMD1/CIR/ P/ 2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, 13th May 2022 and 5th January, 2023 issued by the Securities and Exchange Board of India ("SEBI") in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (hereinafter collectively referred to as "the Circulars") in respect of the following resolutions contained in the Notice of 34<sup>th</sup> AGM of the Company held on September 5, 2023:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the:
  - a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with Reports of the Board of Directors ("the Board") & Auditors' thereon; and



- b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with Report of the Board of Directors ("the Board") & Auditors' thereon.
2. To declare a final dividend on equity shares of the Company for the financial year ended March 31, 2023.
3. To appoint a director in place of Mr. Anurag Surana (DIN: 00006665), Non-Executive and Non-Independent Director who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. Re-Appointment of Mr. Haridas Kanani, as a Chairman and Managing Director of the Company and to fix his Remuneration:
5. Re-Appointment of prof. Ranjan Kumar Malik as an Independent Director
6. Re-Appointment of Mrs. Avi Sabavala as an Independent Director
7. Ratification of Remuneration payable to Cost Auditor
8. Increasing the borrowing powers under section 180(1) (C) of the Companies Act, 2013 up to Rs. 1000 Crores
9. Creation of security on the properties of the Company, both present and future, in favour of lenders
10. Alteration / Reclassification of the authorised Share Capital and consequent alteration of Memorandum of Association of the Company
11. To authorize issuance of securities through permissible modes of fund-raising

I now enclose the following:

- a. My report to the Chairman and Managing Director of the Company on the result of the Voting Process (including remote e-voting and e-voting during the AGM)



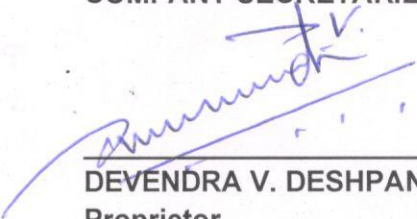
- b. The register showing the particulars of the voting through electronic mode at the AGM, and the remote e-votes registered on the Link Intime India Private Limited e-voting system in respect of the said resolutions.

You are requested to take the same on record and acknowledge.

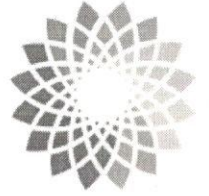
Thanking you,  
Yours faithfully,

**FOR DVD & ASSOCIATES  
COMPANY SECRETARIES**



  
\_\_\_\_\_  
**DEVENDRA V. DESHPANDE**  
Proprietor  
FCS 6099 CP 6515  
PR No.:1164/2021  
UDIN no.: F006099E000963407

**Scrutinizer appointed for the voting process**



**DVD & ASSOCIATES**

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**Report of Scrutinizer on e-voting and ballot process**

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Circulars issued by the Ministry of Corporate Affairs ]

To,

The Chairman and Managing Director

**NEOGEN CHEMICALS LIMITED**

Office No, 1002 10th Floor Dev Corpora Bldg.

Opp. Cadbury Co., Pokhran Road No.2, Khopat, Thane 400601

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Voting Process [including remote e-voting and voting through electronic mode at AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules")**

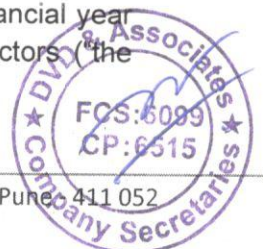
The Board of Directors of Neogen Chemicals Limited ('the Company') had provided the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of 34<sup>th</sup> Annual General Meeting ("AGM") held on September 5, 2023 by way of voting through electronic means (remote e-voting), and voting through electronic mode at AGM pursuant to the provisions of Section 108 of the Act read with the Rules and MCA Circulars.

I, Devendra V. Deshpande, Company Secretary in Whole time Practice having Membership No. FCS 6099 and Certificate of Practice Number 6515 and proprietor of DVD & Associates, Company Secretaries, Pune had been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on August 5, 2023, as required under Section 108 of the Act read with the Rules and MCA Circulars, for the purpose of scrutinizing the remote e- voting process and voting through electronic mode at AGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 34<sup>th</sup> AGM of the Company held on September 5, 2023 and reproduced herein below:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the:

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with Reports of the Board of Directors (the Board") & Auditors' thereon; and

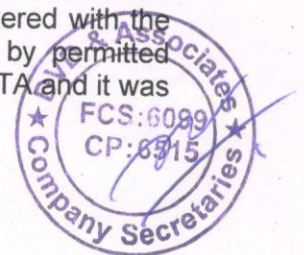


- b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with Report of the Board of Directors ("the Board") & Auditors' thereon.
2. To declare a final dividend on equity shares of the Company for the financial year ended March 31, 2023.
3. To appoint a director in place of Mr. Anurag Surana (DIN: 00006665), Non-Executive and Non-Independent Director who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. Re-Appointment of Mr. Haridas Kanani, as a Chairman and Managing Director of the Company and to fix his Remuneration:
5. Re-Appointment of Prof. Ranjan Kumar Malik as an Independent Director
6. Re-Appointment of Mrs. Avi Sabavala as an Independent Director
7. Ratification of Remuneration payable to Cost Auditor
8. Increasing the borrowing powers under section 180(1) (C) of the Companies Act, 2013 up to Rs. 1000 Crores
9. Creation of security on the properties of the Company, both present and future, in favour of lenders
10. Alteration / Reclassification of the authorised Share Capital and consequent alteration of Memorandum of Association of the Company
11. To authorize issuance of securities through permissible modes of fund-raising

The Annual Report of the Company for the Financial Year 2022-23 including notice of 34<sup>th</sup> AGM dated August 05, 2023 along with the statement stating out the material facts under section 102 of the Act in respect of the aforesaid resolution which were proposed to be passed at the AGM was emailed electronically to all the shareholders whose e-mail id(s) were registered with the Company/ Company's RTA/ Depository Participant (DP) and dispatched/ sent by permitted mode(s) to the members whose email ids are not registered with Company/ DP/ RTA and it was



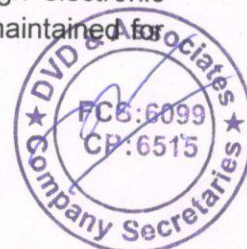
also uploaded at the website of the Company at [https://neogenchem.com/financial-performance/#all\\_tab|1](https://neogenchem.com/financial-performance/#all_tab|1) and the stock exchanges where the shares of the company are listed.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to the AGM and voting through electronic means during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid votes" on the resolutions as set out in the Notice of AGM.

In this regard, I submit my report as under:

1. The Company had fixed Friday, August 25, 2023 as the Cut-off date to ascertain the shareholders who will be entitled to vote on the resolutions forming part of the Notice of the AGM.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting through electronic means at the AGM was provided by Link Intime India Private limited ("RTA").
3. The remote e-voting period commenced on Saturday, September 2, 2023 at 9:00 A.M and ended on Monday, September 4, 2023 at 5:00 P.M. (both days inclusive).
4. The e-voting facility during the AGM commenced on Tuesday, September 5, 2023 at 5.00 p.m. and ended on completion of 30 minutes from the time of the conclusion of the AGM.
5. After the end of 30 minutes from the time of conclusion of AGM i.e. 05.45 p.m. on September 5, 2023 and closure of e-voting facility during the AGM, I have unblocked and downloaded the electronic votes (including the votes casted through re-mote e-voting and through electronic means during the AGM) from the e-voting website of RTA in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the shareholders who casted their votes electronically on each of the resolutions was downloaded from the e-voting website of RTA at <https://instavote.linkintime.co.in/>
7. I have downloaded, scrutinized, and counted the votes casted through electronic mode for the purpose of this report.
8. The particulars of votes casted through remote e-voting and voting through electronic mode during the virtual AGM have been recorded in a register separately maintained for the purpose in accordance with the Rules.



9. The consolidated result of the e-voting process is given in **Annexure 1**.
10. The Register, all other papers and relevant records relating to e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid AGM and once done the same will be handed over to Mr. Haridas Kanani, Chairman and Managing Director of the Company.

**Result:**

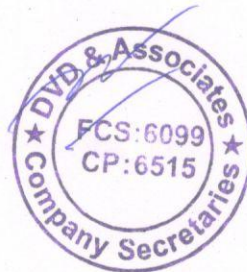
The resolutions bearing number 1 to 3 and 7 having secured requisite majority of votes, may be considered to have been passed as an Ordinary Resolutions.

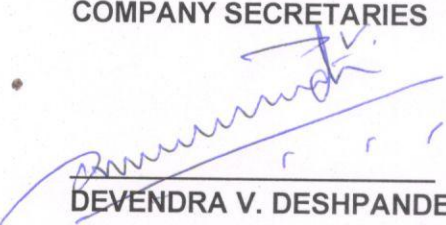
The resolutions bearing number 4 to 6 and 8 to 11 having secured requisite majority of votes, may be considered to have been passed as Special Resolutions.

The Chairman of the 34<sup>th</sup> AGM may accordingly declare the result of voting.

Thanking You,  
Yours faithfully,

**FOR DVD & ASSOCIATES  
COMPANY SECRETARIES**



  
**DEVENDRA V. DESHPANDE**

**PROPRIETOR**

**FCS 6099 CP 6515**

**PR No. 1164/2021**

**UDIN: F006099E000963407**

**Scrutinizer appointed for the e-voting process**

**Date: 07/09/2023**

**Place: Pune**



Sr. No.	Particulars of Resolutions	Type of Resolution	No. of Voted	Members During the AGM	Total Number of Votes Casted	Valid Votes casted in favour (in Nos.)	Valid Votes casted against (in Nos.)	Valid Votes casted in favour (in %)*	Valid Votes casted against (in %)*
1.	To receive, consider and adopt the: a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with Reports of the Board of Directors ("the Board") & Auditors' thereon; and b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with Report of the Board of Directors ("the Board") & Auditors' thereon.	Ordinary	Remote E-voting 20059550	1080893	21140443	21140438	5	100.00	0.00
2.	To declare a final dividend on equity shares of the Company for the financial year ended March 31, 2023.	Ordinary	20059550	1080893	21140443	21140438	5	100.00	0.00

## ANNEXURE 1

3.	To appoint a director in place of Mr. Anurag Surana (DIN: 00006665), Non-Executive and Non-Independent Director who retires by rotation and being eligible offers himself for re-appointment**	Ordinary	19559550	1080893	20640443	20521334	119109	99.43	0.57
4.	Re-Appointment of Mr. Haridas Kanani, asa Chairman and Managing Director of the Company and to fix his Remuneration **	Special	6054108	77593	6131701	5979150	152551	97.51	2.49
5.	Re-Appointment of prof. Ranjan Kumar Malik as an Independent Director	Special	20059550	1080893	21140443	21140438	5	100.00	0.00
6.	Re-Appointment of Mrs. AviSabavala as an Independent Director	Special	20059550	1080893	21140443	21140438	5	100.00	0.00
7.	Ratification of Remuneration payable to Cost Auditor	Ordinary	20059550	1080893	21140443	21140438	5	100.00	0.00
8.	Increasing the borrowing powers under section 180(1) (C) of the Companies Act, 2013 up to Rs. 1000 Crores	Special	20059547	1080893	21140440	21111151	29289	99.86	0.14



9.	Creation of security on the properties of the Company, both present and future, in favour of lenders	Special	20059547	1080893	21140440	21111151	29289	99.86	0.14
10	Alteration / Reclassification of the authorised Share Capital and consequent alteration of Memorandum of Association of the Company	Special	20059550	1080893	21140443	21130288	10155	99.95	0.05
11	To authorize issuance of securities through permissible modes of fund-raising	Special	20059547	1080893	21140440	21138568	1872	99.99	0.01

\* Rounded off to nearest 2 decimal points.

\*\* For this Resolution voting done by related parties is not considered as per the applicable provisions of the Companies Act, 2013 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**FOR DVD & ASSOCIATES  
COMPANY SECRETARIES**

**DEVENDRA V. DESHPANDE  
PROPRIETOR**

FCS 6099 CP 6515

PR No. 1164/2021

UDIN: F006099E000963407

Scrutinizer appointed for the e-voting process

