

**CS Sunil M. Dedhia**  
B. Com., A.C.A., F.C.S.

**Sunil M. Dedhia & Co.**  
Company Secretaries  
402, KamlaDevi Apartment,  
Principal N.M.Kale Marg,  
Dadar(W), Mumbai 400 028  
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### REPORT OF SCRUTINIZER (E- voting)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014]

July 11, 2014

To: The Chairman of  
29<sup>th</sup> Annual General Meeting of  
the members of Aarti Drugs Limited

Dear Sir,

1. I, CS Sunil M. Dedhia of Sunil M. Dedhia & Co., Company Secretaries, having office at 402, Kamladevi Apartment, N. M. Kale Marg, Agar Bazar, Dadar(West), Mumbai - 400028, was appointed as a Scrutinizer, inter alia, for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the agenda items including resolutions thereof contained in the notice convening 29<sup>th</sup> Annual General Meeting of Aarti Drugs Limited ("the Company") to be held on the 11<sup>th</sup> day of July, 2014 at 11:00 a.m. at TIMA Hall, MIDC Tarapur, Taluka Palghar, Dist.: Thane - 401 506, Maharashtra(AGM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the AGM of the members of the Company. My responsibility as a scrutinizer for the evoting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. In this regard, I submit my report as under:-
  - a. The e-voting period remained open from 4<sup>th</sup> July, 2014 (9.00 a.m.) to 6<sup>th</sup> July, 2014 (6.00 p.m.).

*Sunil Dedhia*



- b. The shareholders holding shares as on the "cut off" date i.e. 30<sup>th</sup> May, 2013 were entitled to vote on the proposed resolutions for Item Nos. 1 to 11 as set out in the Notice of the 29<sup>th</sup> AGM of Aarti Drugs Limited.
- c. The votes were unblocked on 7<sup>th</sup> July, 2014, in the presence CS Manisha P. Gaikwad and Ms. Megha Shah at Mumbai, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*MP Gaikwad*

CS Manisha P. Gaikwad

*Megha*

Ms. Megha Shah

4. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", or "against" each of the resolutions that were put to vote, were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and based on such reports generated, the result of the e-voting is as under:

**Resolution 1:** Ordinary resolution for adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

- (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

- (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 2:** Ordinary resolution for declaration of final dividend for the financial year ended 31<sup>st</sup> March, 2014.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
25	1207757	99.98

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
1	299	0.02

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution 3:** Ordinary resolution for appointment of Shri Harit P. Shah, Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 4:** Ordinary resolution for appointment of Shri Uday M. Patil, Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution 5:** Ordinary resolution for appointment of Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 6:** Ordinary resolution for appointment of Shri Ramdas M. Gandhi as an Independent Director.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution 7:** Ordinary resolution for appointment of Prof. Krishnacharya G. Akamanchi as an Independent Director.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 8:** Ordinary resolution for appointment of Dr. Vilas G. Gaikar as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution 9:** Ordinary resolution for appointment of CA Bhavesh R. Vora as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



**Resolution 10:** Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowings upto Rs.500 Crore.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
25	1206556	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**Resolution 11:** Ordinary resolution for approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
26	1208056	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

*Sunil Dedhia*



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
For **SUNIL M. DEDHIA & CO.**  
COMPANY SECRETARIES

*Sunil Dedhia*

SUNIL M. DEDHIA  
PROPRIETOR  
FCS 3483 C.P. NO. 2031

