

**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  
Phone : 24306166  
Cell : 98217 59793  
E-mail : sunil@sunildedhia.com

**REPORT OF SCRUTINIZER (Combined)**

August 17, 2015

To: The Chairman of  
30<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, for the agenda items including resolutions thereof contained in the notice convening 30<sup>th</sup> Annual General Meeting of Aarti Drugs Limited ("the Company") to be held on the 14<sup>th</sup> day of August, 2015 at 11:00 a.m. at TIMA Hall, MIDC Tarapur, Taluka Palghar, Dist.: Thane - 401 506, Maharashtra(AGM), by:
  - (i) the Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules); and
  - (ii) the Chairman of the AGM on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules.
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 remote e-voting and poll on the resolutions contained in the Notice to the 30<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM 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 and also at the time of poll (through electronic means) at AGM.

*Sunil Dedhia*



For AARTI DRUGS LTD.

*[Signature]*  
Director/Managing Director

Sunil M. Dedhia & Co.

Continuation sheet

3. I have issued separate Scrutinizer's Report dated August 14, 2015 on the e- voting and Scrutinizer's Report dated August 17, 2015 on the poll on the resolutions contained in the notice to 30<sup>th</sup> the AGM of the Company. As requested by management! submit herewith my combined report on the results of e-voting together with that of Poll as under.-

Item/ Resolution No. of Notice	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	
1	16745246	99.9999	7	0.0001	Nil
2	16745233	100.0000	Nil	0	Nil
3	16745233	100.0000	Nil	0	Nil
4	16745233	100.0000	Nil	0	Nil
5	14895456	99.9966	506	0.0034	1849006
6	16745227	99.9999	6	0.0001	Nil

4. 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  
Mumbai, Dated August 17, 2015



For AARTI DRUGS LTD.  
*[Signature]*  
Director / Managing Director



**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  
Phone : 24306166  
Cell : 98217 59793  
E-mail : [sunil@sunildedhia.com](mailto:sunil@sunildedhia.com)

**FORM No. MGT-13**

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

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

August 17, 2015

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

Dear Sir,

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, appointed as Scrutinizer, inter alia, for the purpose of the poll taken on the below mentioned resolution(s), at 30th Annual General Meeting of Aarti Drugs Limited ("the Company") held on the 14th day of August, 2015 at 11:00 a.m. at TIMA Hall, MIDC Tarapur, Taluka Palghar, Dist.: Thane - 401 506, Maharashtra(AGM), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

~~I/We did not find any poll papers invalid.~~

*Sunil Dedhia*



For AARTI DRUGS LTD.  
*[Signature]*  
Director / Managing Director

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

**Item / Resolution No. 1:** Ordinary resolution for adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including audited Balance Sheet as at 31<sup>st</sup> March, 2015, 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	121109	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

**Item / Resolution No. 2:** Ordinary resolution for declaration of final dividend for the financial year ended 31<sup>st</sup> March, 2015.

## (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
8	121109	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

*Sunil Dedhia*



For AARTI DRUGS LTD.

*[Signature]*  
Director / Managing Director

## (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

**Item / Resolution No. 3:**

Ordinary resolution for appointment of Shri Rajendra V. Gogri, Director retiring by rotation.

## (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
8	121109	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

**Item / Resolution No. 4:**

Ordinary resolution for ratifying appointment of Auditors and fixing their remuneration.

## (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
8	121109	100

*Sunil Dedhia*



For AARTI DRUGS LTD.  
*[Signature]*  
 Director / Managing Director

## (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

**Item / Resolution No. 5:** Ordinary resolution for approval in variation in the terms of remuneration payable to Shri Prakash Moreshwar Patil, Chairman & Managing Director of the Company w.e.f. 1st April,2015.

## (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
8	121109	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

*Sunil Dedhia*



For AARTI DRUGS LTD.  
Director / Managing Director



**Item / Resolution No. 6: Ordinary resolution for approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2016.**

(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
8	121109	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

5. Lists of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. 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,



Place: Mumbai, Maharashtra  
Dated: August 17, 2015

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

*Sunil Dedhia*

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

For **AARTI DRUGS LTD.**  
*[Signature]*  
Director / Managing Director

AARTI DRUGS LIMITED  
ANNEXURE - I

LIST OF SHAREHOLDERS WHO VOTED FOR THE ITEMS PUT TO VOTE ON POLL AT AGM ON FRIDAY 14TH AUGUST, 2015

Sr. No.	Ballot No.	Name of Member	Regd. Folio Number	Address	Number of shares held	Number of shares exercised for voting on Resolutions put to vote						Name of the proxy / authorised representative	Present in person / proxy / authorised representative
						Item No. 1	Item No. 2	Item No. 3	Item No. 4	Item No. 5	Item No. 6		
1		1 SUSHILA M. SAVLA	IN30185410102781	602, MAHESHWAR MANSION, BAPU BHAI VASI ROAD, VILE PARLE (W), 400056	113640	113640	113640	113640	113640	113640		HARSHIT M. SAVLA	PROXY
2		2 DIGVIJAY SINGH JADEJA	30852	MAYUR 2ND FLOOR, NORTH SOUTH ROAD, NO.8 J V P D SCHEME MUMBAI, 400029	4606	4606	4606	4606	4606	4606			PERSON
3		3 SAMEEP MEHTA	18145168	10 PUSHPENDRA MANSION, 10 PHIROZ SHAH STREET, SANTACRUZ WEST MUMBAI, 400054	1000	1000	1000	1000	1000	1000			PERSON
4		4 SUNIL DEDHIA	10031333	402, KAMILADEVI APARTMENTS, N.M.KALE MARG, AGAR BAZAR, OPP. BOMBAY FILM LAB, DADAR (W), MUMBAI 400028	1500	1500	1500	1500	1500	1500			PERSON
5		5 PULKESH K MAHAJAN	1202490000004360	91-J-87, RAUT ESTATE KOLIWADI, FANASWADI, 3RD FLOOR, MUMBAI-400002	10	10	10	10	10	10			PERSON
6		6 KISHANLAL D MAHAJAN	IN30257933212289	ROOM NO 87 3RD FLOOR, 91 J KOLIWADI, FANASWADI, MUMBAI MAHARASHTRA, 400002	2	2	2	2	2	2		SHAKUNTLA MAHAJAN	PROXY
7		7 TEJAS UDAY PATIL	51748	SUDHA, RB-9, Sneha Nagar, P O MIDC, Tarapur, Thane 401 504	250	250	250	250	250	250			PERSON
8		8 MANISHA P. GAIDWAD	7023349	A5, AMRUTKUMBH SOCIETY RH 291, AJAJDE GAON ROAD, DOMBEVALI EAST-421201	101	101	101	101	101	101			PERSON
<b>TOTAL</b>					121109	121109	121109	121109	121109	121109	121109		

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

Witness 1 *CS Sunay Pagare*  
Witness 2 *Mohammed Dadd*

*Sunil Dedhia*

Signature of **SUNIL M. DEDHIA**

Proprietor  
**MUMBAI, APEUS 17, 2015**

17/8/2015  
FC33483



For **AARTI DRUGS LTD.**  
*[Signature]*  
Director / Managing Director



AARTI DRUGS LIMITED  
ANNEXURE - II  
LIST OF SHAREHOLDERS WHO VOTED AGAINST THE ITEMS PUT TO VOTE ON POLL AT AGM ON FRIDAY 14TH AUGUST, 2015

Sr. No.	Ballot No.	Name of Member	Regd. Folio Number	Address	Number of shares held	Number of shares exercised for voting on Resolutions put to vote						Name of the proxy / authorised representative	Present in person / proxy / authorised representative
						Item No. 1	Item No. 2	Item No. 3	Item No. 4	Item No. 5	Item No. 6		
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL													

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

*Sunil Dedhia*

(SUNIL M. DEDHIA)

Proprietor

ECS No. 3483  
Signature of Scrutineer

MUMBAI, AUGUST 17, 2015

Witness 1 *C S Sunny Pagara*

Witness 2 *Mohammed Daldal*



*[Signature]*  
For AARTI DRUGS LTD.  
Director / Managing Director

LIST OF INVALID VOTES POLLED FOR THE ITEMS PUT TO VOTE ON POLL AT AGM ON FRIDAY 14TH AUGUST 2015

Sr. No.	Ballot No.	Name of Member	Regd. Folio Number	Address	Number of shares held	Number of shares exercised for voting on Resolutions put to vote						Name of the proxy / authorised representative	Present in person / proxy / authorised representative	Reason for considering invalid
						Item No. 1	Item No. 2	Item No. 3	Item No. 4	Item No. 5	Item No. 6			
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>TOTAL</b>														

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

Company Secretaries

*Sunil Dedhia*

(SUNIL M. DEDHIA)

Proprietor

Signature of **SUNIL M. DEDHIA**

MUMBAI, AUGUST 17, 2015

Witness 1 *CS Sunny Pagade*

Witness 2 *Mohammed Paleed*



For AARTI DRUGS LTD.

Director / Managing Director

*[Signature]*

**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  
Phone : 24306166  
Cell : 98217 59793  
E-mail : sunil@sunildedhia.com

**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]

August 14, 2015

To: The Chairman of  
30<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 30th Annual General Meeting of Aarti Drugs Limited ("the Company") to be held on the 14<sup>th</sup> day of August, 2015 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 e-voting 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 11<sup>th</sup> August, 2015 (9.00 a.m.) to 13<sup>th</sup> August, 2015 (5.00 p.m.).

*Sunil Dedhia*

1



For AARTI DRUGS LTD.  
*[Signature]*  
Director / Managing Director



- b. The shareholders holding shares as on the "cut off" date i.e. 7<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions for Item Nos. 1 to 6 as set out in the Notice of the 30<sup>th</sup> AGM of Aarti Drugs Limited.
- c. The votes were unblocked on 14<sup>th</sup> August, 2015, in the presence CS Manisha P. Gaikwad and Ms. Monali Mehta 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.

Name  
CS Manisha P. Gaikwad  
  
Ms. Monali Mehta

Signature

MP Gaikwad  
M.A. Mehta

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, 2015 including audited Balance Sheet as at 31<sup>st</sup> March, 2015, 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
99	16624137	99.9999

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
1	7	0.0001

(iii) Invalid Votes:

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

Sunil Dedhia



For AARTI DRUGS LTD.

Director / Managing Director

**Resolution 2:** Ordinary resolution for declaration of final dividend for the financial year ended 31<sup>st</sup> March, 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
99	16624124	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 3:** Ordinary resolution for appointment of Shri Rajendra V. Gogri, 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
99	16624124	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*



For AARTI DRUGS LTD.

Director / Managing Director



**Resolution 4:** Ordinary resolution for ratifying 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
99	16624124	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 approval in variation in the terms of remuneration payable to Shri Prakash Moreshwar Patil, Chairman & Managing Director of the Company w.e.f. 1st April, 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
86	14774347	99.997

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	506	0.003

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	1849006

*Sunil Dedhia*



For AARTI DRUGS LTD.

Director / Managing Director



Sunil M. Dedhia & Co.

Continuation sheet

**Resolution 6: Ordinary resolution for ratification of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2016.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
98	16624118	99.9999

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
1	6	0.0001

(iii) Invalid Votes:

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

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  
Mumbai, Dated August 14, 2015



For **AARTI DRUGS LTD.**

*[Signature]*  
Director / Managing Director