

**REPORT OF SCRUTINIZER (Combined)**

August 10, 2018

To:

 Shri Prakash M. Patil, Chairman  
 33<sup>rd</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 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, was appointed as a Scrutinizer, for the agenda items including resolutions thereof contained in the notice convening 33<sup>rd</sup> Annual General Meeting (AGM) of Aarti Drugs Limited ("the Company") held on the 10<sup>th</sup> day of August, 2018 at 11:30 a.m. at TIMA Hall, MIDC Tarapur, Taluka Palghar, Dist.: Palghar- 401 506, Maharashtra, 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) Amendment Rules, 2015 (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 the Companies (Management and Administration) Rules, 2014
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 of the 33<sup>rd</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 Central Depository Services (India) 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 Limited

*V.S. Parnekar*  
 Company Secretary


3. I have issued separate Scrutinizer's Report dated August 10, 2018 on the e-voting and Scrutinizer's Report dated August 10, 2018 on the poll on the resolutions contained in the notice of 33<sup>rd</sup> AGM of the Company. As requested by management, I 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	16835415	100	11	0	0
2	16835415	100	11	0	0
3	13261926	98.95	141181	1.05	0
4	16835415	100	11	0	0
5	16835415	100	11	0	0

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 AGM and the same shall thereafter be 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 10, 2018



For Aarti Drugs Limited  
*V.S. Farooq*  
Company Secretary

**REPORT OF SCRUTINIZER (E- voting)**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015]

August 10, 2018

Shri. Prakash M. Patil, Chairman  
33<sup>rd</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 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), 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) Amendment Rules, 2015 (Rules) on the agenda items including resolutions thereof contained in the notice convening 33<sup>rd</sup> Annual General Meeting (AGM) of Aarti Drugs Limited ("the Company") held on the 10<sup>th</sup> day of August, 2018 at 11:30 a.m. at TIMA Hall, MIDC Tarapur, Taluka Palghar, Dist.: Palghar- 401 506, Maharashtra.
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 Central Depository Services (India) 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 6<sup>th</sup> August, 2018 (9.00 a.m.) to 9<sup>th</sup> August, 2018 (5.00 p.m.).

*Sunil Dedhia*



For Aarti Drugs Limited  
*V. S. Karve*  
Company Secretary

- b. The shareholders holding shares as on the "cut off" date i.e. 3<sup>rd</sup> August, 2018 were entitled to vote on the proposed resolutions for Item Nos. 1 to 5 as set out in the Notice of the 33<sup>rd</sup> AGM of Aarti Drugs Limited.
- c. The votes were unblocked on 10<sup>th</sup> August, 2018, in the presence CS Pooja Bagwe and Ms. Sailee Patil 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	Signature
CS Pooja Bagwe	
Ms. Sailee Patil	

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 CDSL ([www.evotingindia.com](http://www.evotingindia.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 (including consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 including 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
75	16835297	100

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	11	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 Limited  
V. S. Parod  
Company Secretary

**Resolution 2:** Ordinary resolution for declaration of final dividend on Equity Shares.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
75	16835297	100

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	11	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 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
63	13261808	98.95

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
3	141181	1.05

(iii) Invalid Votes:

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

**Note:** 11(Eleven) Shareholders for 34,32,319 votes abstained from voting on the resolution.

*Sunil Dedhia*



**Resolution 4:** Ordinary resolution for appointment of Statutory 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
75	16835297	100

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	11	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 ratification of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2019.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
75	16835297	100

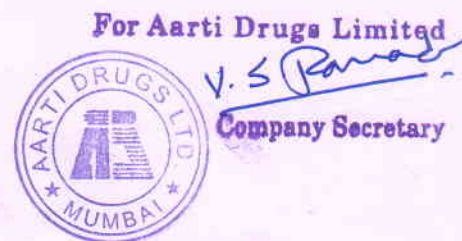
(ii) Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	11	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*



Sunil M. Dedhia & Co.

Continuation sheet

5. 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 shall thereafter be 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 10, 2018



For Aarti Drugs Limited  
*V.S. Pawar*  
Company Secretary

**FORM No. MGT-13**

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

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

August 10, 2018

Shri Prakash M. Patil, Chairman  
33<sup>rd</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 101, Kulkarni Heights, K. W. Chitale Marg, Opp. Vartak Hall, Behind Portugese Church, Dadar(W), Mumbai - 400028, appointed as Scrutinizer, inter alia, for the purpose of the poll taken on the below mentioned resolution(s), at 33<sup>rd</sup> Annual General Meeting (AGM) of Aarti Drugs Limited ("the Company") held on the 10<sup>th</sup> day of August, 2018 at 11:30 a.m. at TIMA Hall, MIDC Tarapur, Taluka Palghar, Dist. Palghar- 401 506, Maharashtra, 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 Limited**  
*V.S. Parashar*  
**Company Secretary**



4. The result of the Poll is as under:

**Item / Resolution No. 1:** Ordinary resolution for adoption of Financial Statements (including consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 including 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
3	118	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 on Equity Shares.

(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
3	118	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*



**Item / Resolution No. 3:** Ordinary resolution for appointment of Shri Uday M. Patil, 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
3	118	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 appointment of Statutory 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
3	118	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 Limited

*V. S. Parodi*  
Company Secretary

**Item / Resolution No. 5:** Ordinary resolution for ratification of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2019.

(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
3	118	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. List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are 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,

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

*Sunil Dedhia*  
SUNIL M. DEDHIA  
PROPRIETOR  
FCS 3483 C.P. NO. 2031  
Mumbai, Dated August 10, 2018



For Aarti Drugs Limited



*V.S. Parnekar*  
Company Secretary

Encl: Annexure