

**SCRUTINIZER'S REPORT**

*(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement).*

The Chairman / Managing Director / Company Secretary  
**Aarti Drugs Limited**  
CIN: L37060MH1984PLC055433  
Plot Nos. 198, MIDC Tarapur,  
Village Pamtermbhi , Dist. Palghar,  
Maharashtra - 401506

**Sub: Scrutinizer's Report on Postal Ballot and E-Voting Process**

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as a Scrutinizer by the Board of Directors of Aarti Drugs Limited ('the Company') at their meeting held February 11, 2019 to conduct the Postal Ballot process and Electronic voting Process in a fair and transparent manner in respect of Resolutions mentioned in the Postal Ballot Notice dated February 11 , 2019 issued to its Members as under:

**Special Resolution for :-**

- 1) Re-appointment of Shri Ramdas M. Gandhi as an Independent Director upto 31st March 2022.
- 2) Re-appointment of Shri Bhavesh R. Vora as an Independent Director upto 31st March 2022.
- 3) Re-appointment of Shri Navin C. Shah as an Independent Director upto 31st March 2024.
- 4) Re-appointment of Shri Vilas G. Gaikar as an Independent Director upto 31st March 2022.
- 5) Re-appointment of Shri Krishnacharya G. Akamanchi as an Independent Director upto 31st March 2024.
- 6) Re-appointment of Smt. Priti P. Savla as an Independent Director upto 31st March 2024.

*Sunil Dedhia*



**For Aarti Drugs Limited**

*V.S. Parade*  
Company Secretary

The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means and physical ballot forms on the resolutions contained in the Postal Ballot Notice dated February 11, 2019.

My responsibility as the Scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the system provided by Central Depository Services (India) Ltd (CDSL), the authorized service provider, for extending the facility of electronic voting to the shareholders of the Company.

**Accordingly, I submit my report as under:**

1. As informed to us, the Company had completed the dispatch of Postal Ballot Notices along with postage pre-paid business reply envelopes physically and / or electronically through permitted modes on February 16, 2019 to members whose name(s) appeared on the Register of Members / List of Beneficiaries as on February 8, 2019 (Cut-off date).
2. The Company issued advertisements in The Free Press Journal Newspaper (in English) and Navshakti Newspaper (in Marathi), Mumbai Editions on Sunday, February 17, 2019, informing about the completion of dispatch of the Postal Ballot Notices, by permitted modes to the shareholders along with other related matters mentioned therein.
3. The e-voting commenced from February 18, 2019 (09.00 a.m.) and ended on March 19, 2019 (5.00 p.m.).
4. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website helpdesk.evoting@cdslindia.com /via CDSL e-voting platform.
5. The particulars of all Postal Ballot received from the Shareholders had been entered in the Electronic Register separately maintained for the purpose. The Postal Ballot Forms received from the Shareholders were kept under my safe custody. The Postal Ballot Envelopes were opened in one lot on March 19, 2019 in my presence.

*Sunil Dedhia*



**For Aarti Drugs Limited**

*V. S. Parade*  
Company Secretary

6. I have downloaded the data of e-voting after the E-voting Module was disabled by CDSL. The votes were unblocked on Tuesday, March 19, 2019 after 5:00 p.m., in the presence of two witnesses, CS Manisha R. Wakchaure, and Ms. Sailee B. Patil, who are not in the employment of the Company.
7. The Postal Ballot Forms were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on February 8, 2019 provided by the Registrar and Share Transfer Agent - Link Intime India Private Limited(RTA). It is further submitted that there have been no case of mismatch of the shareholding as mentioned in the Postal Ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
8. All Postal Ballot Forms and E-votes received / cast upto 5.00 P.M. on Tuesday, March 19, 2019, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
9. I have not found any defaced/mutilated Postal Ballot Form.
10. A Postal Ballot Forms complete in all respects including copy of Postal Ballot Form downloaded from the Website or obtained from the Company as specified in the Postal Ballot Notice or incomplete to the extent of Name of Joint Shareholder/Address are also considered on the basis of Folio No. / Client Id/DP Id and No. of Shares specified therein.
11. Votes cast by Joint Shareholder(s) by signing the Postal Ballot Forms instead of first named shareholder, have been considered.
12. Entire shareholding has been considered in cases where Shareholder(s) have assented or dissented without mentioning the number of shares.
13. E-voting platform was optional for the members to cast their votes. In case the Member has cast his vote by physical ballot as well as e-voting, then the voting done through e-voting has to be considered and voting done by Postal Ballot Form has to be ignored as stated in the Postal Ballot Notice dated February 11, 2018.

*Sunil Dedhia*



**For Aarti Drugs Limited**

*V.S. Parash*  
Company Secretary

14. The results of scrutiny of above postal ballot voting including voting by electronic means in respect of resolutions contained in Postal Ballot Notice are given below:

**Resolution 1:** Special resolution for re-appoint Shri Ramdas M. Gandhi (DIN: 00029437) as an Independent Director

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	94	17124	97.40
Electronic (e-voting)	98	16791635	99.99
<b>Total</b>	192	16808759	99.99

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	3	458	2.60
Electronic (e-voting)	6	1461	0.01
<b>Total</b>	9	1919	0.01

- (iii) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	8	2520
Electronic (e-voting)	NIL	NIL
<b>Total</b>	8	2520

Note: One shareholder for 100 shares abstained from voting.

**Resolution 2:** Special resolution for re-appoint Shri Bhavesh R. Vora (DIN: 00267604) as an Independent Director

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	96	17474	98.82
Electronic (e-voting)	98	16791635	99.99
<b>Total</b>	194	16809109	99.99

Sunil Dedhia

SUNIL M. DEDHIA  
CP NO. 2031  
MUMBAI  
COMPANY SECRETARY



For Aarti Drugs Limited

V.S. Parashar  
Company Secretary



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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	2	208	1.18
Electronic (e-voting)	6	1461	0.01
<b>Total</b>	<b>8</b>	<b>1669</b>	<b>0.01</b>

## (iii) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	8	2520
Electronic (e-voting)	NIL	NIL
<b>Total</b>	<b>8</b>	<b>2520</b>

**Resolution 3:** Special resolution for re-appoint Shri Navin C. Shah (DIN: 01415556) as an Independent Director(i) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	95	17224	97.41
Electronic (e-voting)	99	16792936	100.00
<b>Total</b>	<b>194</b>	<b>16810160</b>	<b>100.00</b>

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	3	458	2.59
Electronic (e-voting)	5	160	NA
<b>Total</b>	<b>8</b>	<b>618</b>	<b>NA</b>

## (iii) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	8	2520
Electronic (e-voting)	NIL	NIL
<b>Total</b>	<b>8</b>	<b>2520</b>

*Sunil M. Dedhia*

**SUNIL M. DEBHIA**  
CP NO. 2031  
MUMBAI  
COMPANY SECRETARY



For Aarti Drugs Limited

*V.S. Parade*  
Company Secretary

**Resolution 4:** Special resolution for Shri Vilas G. Gaikar (DIN: 00033383) as an Independent Director(i) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	94	17124	96.84
Electronic (e-voting)	92	16741727	99.69
<b>Total</b>	<b>186</b>	<b>16758851</b>	<b>99.69</b>

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	4	558	3.16
Electronic (e-voting)	12	51369	0.31
<b>Total</b>	<b>16</b>	<b>51927</b>	<b>0.31</b>

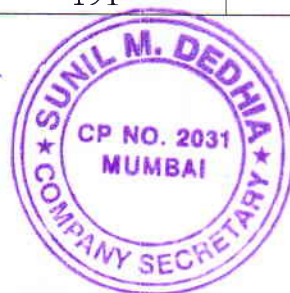
(iii) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	8	2520
Electronic (e-voting)	NIL	NIL
<b>Total</b>	<b>8</b>	<b>2520</b>

**Resolution 5:** Special resolution for re-appoint Shri Krishnacharya G. Akamanchi (DIN: 02354032) as an Independent Director(i) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	95	17374	98.26
Electronic (e-voting)	99	16791735	99.99
<b>Total</b>	<b>194</b>	<b>16809109</b>	<b>99.99</b>

Sunil Dedhia



For Aarti Drugs Limited

V. S. Pawade  
Company Secretary

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	3	308	1.74
Electronic (e-voting)	5	1361	0.01
<b>Total</b>	<b>8</b>	<b>1669</b>	<b>0.01</b>

(iii) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	8	2520
Electronic (e-voting)	NIL	NIL
<b>Total</b>	<b>8</b>	<b>2520</b>

**Resolution 6:** Special resolution for re-appoint Smt. Priti P. Savla (DIN: 00662996) as an Independent Director(i) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	96	17474	98.82
Electronic (e-voting)	100	16793036	100
<b>Total</b>	<b>196</b>	<b>16810510</b>	<b>100.00</b>

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

Postal Ballot Voting	Number of members who voted	Number of votes casted by them	% of total number of valid votes cast
Physical	2	208	1.18
Electronic (e-voting)	4	60	NA
<b>Total</b>	<b>6</b>	<b>268</b>	<b>NA</b>

(iii) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	8	2520
Electronic (e-voting)	NIL	NIL
<b>Total</b>	<b>8</b>	<b>2520</b>

*Sunil Dedhia*

SUNIL M. DEDHIA  
CP NO. 2031  
MUMBAI  
COMPANY SECRETARY



For Aarti Drugs Limited

*V.S. Parade*  
Company Secretary

15. The Postal Ballot Forms, registers and all other relevant records shall remain in my safe custody until the Chairman / Managing Director/ Company Secretary considers, approves the aforesaid Postal Ballot and the Chairman signs the minutes thereof and the same shall thereafter be handed over to the Company Secretary, CS Vibhav S. Ranade for safe keeping.
16. You may accordingly declare the result of voting by postal Ballot and E-voting.

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 March 20, 2019



**For Aarti Drugs Limited**

*V.S. Pawade*  
Company Secretary

