

VARDHAMAN

# Vardhaman Laboratories Limited

REGD. OFFICE : 1393, Peth Bhag, High School Road, P.O.Box 184, SANGLI 416 416.

Tel: (0233) 2623886, ~~2623310~~ Fax: (0233) 2620467 E-mail: ~~vll@vsnt.com~~

FACTORY: J-5, MIDC, Kupwad, SANGLI 416 436.

CIN:- L85195PN1985PLC036017

September 27, 2016

To,

**Corporate Relationship Department**  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort, Mumbai – 400 001

**Sub.:- Disclosure of Voting Results of 31<sup>st</sup> Annual General Meeting of the Company**

**Ref.:- Scrip Code 524796**

Dear Sir,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find appended below the requisite details in respect of voting on the resolutions by the shareholders at the 31<sup>st</sup> Annual General Meeting of the Company was held on Monday, September 26, 2016 at 02.00 p.m. at 1393, Peth Bagh, High School Road, Sangli -416 416.


The details of the voting results are enclosed in prescribed format as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the Scrutinizers Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, is also enclosed for your information and record.

Kindly take the above information on your records and oblige.

Thanking you,

For Vardhaman Laboratories Limited

  
SUNIL SHAH  
Managing Director  
DIN:00321471

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## DISCLOSURE OF VOTING RESULTS OF 31<sup>ST</sup> ANNUAL GENERAL MEETING OF VARDHAMAN LABORATORIES LIMITED

**[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]**

Date of Annual General Meeting	Monday, September 26, 2016
Total number of the Shareholders on the record date	9261

Number of shareholders present in meeting either in person or proxy	31
Promoter & Promoter Group	6
Public	25

Number of shareholders present in meeting either via video conferencing	N.A.
Promoter & Promoter Group	Nil
Public	Nil

### Agenda wise Details:

Sr. No	Agenda Item	Type of Resolution	Mode of voting	Results of voting
1.	To receive, consider and adopt the audited financial statements of the Company comprising of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and cash flow statement for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors' thereon	Ordinary Resolution	Remote E-Voting and Ballot Papers at the AGM	The resolution was passed with requisite majority
2.	To appoint a Director in place of Mr. Sunil Shah (DIN: 00321471), who retires by rotation and, being eligible offers himself for re-appointment.	Ordinary Resolution	Remote E-Voting and Ballot Papers at the AGM	The resolution was passed with requisite majority
3.	To Ratify appointment of M/s. Agrawal Naredi & Co., Chartered Accountants, Jalgaon (Firm Registration No. 122480W) be as Statutory Auditors of the Company and to fix their remuneration.	Ordinary Resolution	Remote E-Voting and Ballot Papers at the AGM	The resolution was passed with requisite majority



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Resolution No. 1

<b>Details of Agenda</b>			To receive, consider and adopt the audited financial statements of the Company comprising of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and cash flow statement for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors' thereon.					
<b>Resolution Required</b>			Ordinary Resolution					
<b>Whether Promoter/Promoter group are interested in the agenda or resolution.</b>			No					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
<b>Promoter and Promoter Group</b>	E-voting	15,34,350	0	0	0	0	0	0
	Ballot Voting		15,34,350	100	15,34,350	0	100	0
	<b>Total</b>		15,34,350	100	15,34,350	0	100	0
<b>Public – Institutional Holders</b>	E-voting	4,500	0	0	0	0	0	0
	Ballot Voting		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public – Others</b>	E-voting	25,85,800	0	0	0	0	0	0
	Ballot Voting		26,100	1.01	26,100	0	100	0
	<b>Total</b>		26,100	1.01	26,100	0	100	0
<b>TOTAL</b>		41,24,650	15,60,450	37.83	15,34,350	0	100	0



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Resolution No. 2

FACTORY : J-5, MIDC, Kupwad, SANGLI 416 436.

Details of Agenda			To appoint a Director in place of Mr. Sunil Shah (DIN: 00321471), who retires by rotation and, being eligible offers himself for re-appointment.					
Resolution Required			Ordinary Resolution					
Whether Promoter/Promoter group are interested in the agenda or resolution.			Yes					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	15,34,350	0	0	0	0	0	0
	Ballot Voting		15,34,350	100	15,34,350	0	100	0
	Total		15,34,350	100	15,34,350	0	100	0
Public – Institutional Holders	E-voting	4,500	0	0	0	0	0	0
	Ballot Voting		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-voting	25,85,800	0	0	0	0	0	0
	Ballot Voting		26,100	1.01	26,100	0	100	0
	Total		26,100	1.01	26,100	0	100	0
<b>TOTAL</b>		<b>41,24,650</b>	<b>15,60,450</b>	<b>37.83</b>	<b>15,34,350</b>	<b>0</b>	<b>100</b>	<b>0</b>



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FACTORY : J-5, MIDC, Kupwad, SANGLI 416 436.

**Resolution No. 3**

<b>Details of Agenda</b>			To ratify appointment of M/s. Agrawal Naredi & Co., Chartered Accountants, Jalgaon (Firm Registration No. 122480W) be as Statutory Auditors of the Company and to fix their remuneration.					
<b>Resolution Required</b>			Ordinary Resolution					
<b>Whether Promoter/Promoter group are interested in the agenda or resolution.</b>			Yes					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	15,34,350	0	0	0	0	0	0
	Ballot Voting		15,34,350	100	15,34,350	0	100	0
	Total		15,34,350	100	15,34,350	0	100	0
Public – Institutional Holders	E-voting	4,500	0	0	0	0	0	0
	Ballot Voting		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Others	E-voting	25,85,800	0	0	0	0	0	0
	Ballot Voting		26,100	1.01	26,100	0	100	0
	Total		26,100	1.01	26,100	0	100	0
<b>TOTAL</b>		<b>41,24,650</b>	<b>15,60,450</b>	<b>37.83</b>	<b>15,34,350</b>	<b>0</b>	<b>100</b>	<b>0</b>



# V V CHAKRADEO & CO

COMPANY SECRETARIES

B - 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,  
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821  
CELL 98200 48732

EMAIL [vvchakra@gmail.com](mailto:vvchakra@gmail.com)

## Report of Scrutinizer

(pursuant to the Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies  
(Management and Administration) Rules, 2014

27<sup>th</sup> September, 2016

To  
The Chairman  
Vardhaman Laboratories Limited  
1393, Peth Bhag, High School Road, Sangli - 416 416

31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vardhaman Laboratories Limited held on  
Monday, 26<sup>th</sup> September, 2016 at 1393, Peth Bhag, High School Road, Sangli - 416 416 at 2.00 P.M.

Dear Sir,

**Report of the Scrutinizer in respect of the votes cast through remote e-voting and poll on the  
resolutions mentioned in the Notice of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders  
of Vardhaman Laboratories Limited held on 26<sup>th</sup> September, 2016.**

I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS.,  
65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutiniser by the  
Board of Directors of Vardhaman Laboratories Limited (company) at its meeting held on 12<sup>th</sup> August,  
2016 for scrutinizing e-voting process and appointed by the Chairman of 30<sup>th</sup> Annual General Meeting  
of the Equity shareholders of Vardhaman Laboratories Limited held on 26<sup>th</sup> September, 2016 at 2:00  
p.m. at 1393, Peth Bhag, High School Road, Sangli - 416 416, for scrutinizing the poll taken on the  
below mentioned resolutions thereat, submit my report as under:

**In respect of votes casted through E-voting facility:**

1. In accordance with the Notice of the 31<sup>st</sup> Annual General Meeting dated 12<sup>th</sup> August, 2016  
sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of  
the Companies (Management and Administration) Rules, 2014 on 9<sup>th</sup> September, 2016 in  
Business Standard in English and Agradoot in Marathi, the E-voting opened at 10.00 a.m. on  
23<sup>rd</sup> September, 2016 and remained open upto 5.00 p.m. on 25<sup>th</sup> September, 2016.
2. The equity shareholders holding shares as on 19<sup>th</sup> September, 2016, cut-off date, were  
entitled to vote on the resolutions stated in the Notice of the 31<sup>st</sup> Annual General Meeting of  
the Company.
3. The votes were unblocked at 5.00 p.m. on 26<sup>th</sup> September, 2015 in the presence of witness  
who are not employees of the Company.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were  
downloaded from the e-voting website of National Securities Depository Limited  
(<https://www.evoting.nsdl.com/>).



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In respect of votes casted through poll at the 31<sup>st</sup> Annual General Meeting of the Company:

5. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of me and members with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my 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 lodged with the Company.
7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes casted through e-voting and poll are as under:

Item No.	Particulars/ Heading of the resolution	Mode	No. of Votes Cast		% of Votes Cast	
			Favour	Against	Favour (%)	Against (%)
1.	Adoption of Audited Financial Statements for the financial year ended March 31, 2016 along Audited Report and Report of Board of Directors thereon.	Remote E-voting	0	0	0	0
		Poll	1560450	0	100	0
		<b>Total</b>	1560450	0	100	0
2.	Appointment of Mr. Sunil Shah (DIN: 00321471), who retires by rotation and being eligible offer himself for reappointment.	Remote E-voting	0	0	0	0
		Poll	1560450	0	100	0
		<b>Total</b>	1560450	0	100	0
3.	Reappointment of M/S. Agrawal Naredi & Co., Chartered Accountants, as statutory auditors of the Company.	Remote E-voting	0	0	0	0
		Poll	1560450	0	100	0
		<b>Total</b>	1560450	0	100	0

9. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 3 as set out in the Notice of the 31<sup>st</sup> Annual General Meeting have been passed with requisite majority.



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10. All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,  
FOR V. V. Chakradeo & Co.



V. V. Chakradeo  
COP 1705