

**Aarey****DRUGS & PHARMACEUTICALS LTD.****MANUFACTURERS OF BULK DRUGS &
DEALERS OF CHEMICALS & SOLVENTS**

CIN No.: L99999MH1990PLC056538

H. O. : 107,204, SAHAKAR BHAVAN, 340 / 48, N. N. STREET, MASJID BUNDER, MUMBAI - 400 009. ☎ : (022) 66312998 / 66154219 Fax : 66154219 E-mail : info@aaeydrugs.com
REGD. OFF. & FACTORY : E - 34, M.I.D.C., TARAPUR, BOISAR, DIST - THANE - 401506 ☎ : (02525) 271049 E-mail : corporate@aaeydrugs.com Web : www.aareydrugs.com**ANNOUNCEMENT OF RESULTS OF ELECTRONIC VOTING**

This is to inform you that the following resolutions for the 25th Annual General Meeting held on 25th September, 2015 at E-34, MIDC, Tarapur, Boisar, dist. Thane-401506 have been declared as passed by the requisite majority at the aforesaid AGM.

DETAILS OF VOTING RESULTS

Sr. No.	Particulars	Details
1.	Date of the AGM/EGM	AGM September 25, 2015
2.	Total number of shareholders as on record date	Cut off Date- 18 th September, 2015 5832
3.	No. of shareholders in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	 3 16
4.	No. of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public:	 Not arranged

Details for reporting as per Clause 35A of the Listing Agreement based on e-voting, physical ballot forms and voting at the meeting

Resolution No. 1: (Ordinary Resolution)								
Sr. No.	Promoter / Public	Total number of shares held	No. of votes polled	% of votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of No. of votes in favour on votes polled	% of No. of votes against on votes polled
		[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)]*100
1	Shareholding of Promoter and Promoter Group	9654552	9654552	100.00	9654552	0	100.00	0
2	Public Shareholding	7160132	1628704	22.75	1628704	0	100.00	0
3	Total	16814684	11283256	67.10	11283256	0	100.00	0



**RESULTS OF ELECTRONIC VOTING AT THE 25TH ANNUAL GENERAL MEETING
HELD ON 25TH SEPTEMBER, 2015**

Sr. No.	Resolutions	No. of shares voted in favour of the resolution	% of shares voted in favour of the resolution	Mode of Voting(show of hand/Poll/Postal Ballot/E-votin)	Resolution required	Remarks
1.	Adoption of the Audited Balance Sheet as on 31 st March, 2014, Profit & Loss Account for the year ended 31 st March, 2014 alongwith the Reports of Directors and Auditors.	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Ordinary	Passed with requisite majority
2.	Reappointment of Mr. Lalit R Tulsiani, who retires by rotation at this Annual General Meeting, as the Director of the Company.	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Ordinary	Passed with requisite majority
3.	Reappointment of M/s DMKH and Company, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29 th Annual General Meeting to be held in the calendar year 2019.	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Ordinary	Passed with requisite majority
4.	Regularization of appointment of Smt. Damiyanti P	11283256	100%	E-voting, Physical Ballot and Voting at the	Ordinary	Passed with requisite



	Ghatalia, who was appointed an Additional Director of the Company with effect from 14th February 2015 by the Board of Directors.			Meeting		majority
5.	Re-Appointment of Mr Chetan K Mehta as Independent Director of the Company to hold office for 5(Five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Ordinary	Passed with requisite majority
6.	Re-Appointment of Mr Satish M Sheth as Independent Director of the Company to hold office for 5(Five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Ordinary	Passed with requisite majority
7.	Adoption of new set of Articles of Association in accordance with the requirements of Table F of First Schedule in the Companies Act, 2013.	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Special	Passed with requisite majority
8.	Adoption of new set of Memorandum of Association in accordance with the provisions of Section 13 and all	11283256	100%	E-voting, Physical Ballot and Voting at the Meeting	Special	Passed with requisite majority



other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014.					
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Sr. No.	Resolutions	Remarks
1	Adoption of the Audited Balance Sheet as on 31 st March, 2014, Profit & Loss Account for the year ended 31 st March, 2014 alongwith the Reports of Directors and Auditors.	Passed Unanimously
2	Reappointment of Mr. Lalit R Tulsiani, who retires by rotation at this Annual General Meeting, as the Director of the Company.	Passed Unanimously
3	Reappointment of M/s DMKH and Company, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29 th Annual General Meeting to be held in the calendar year 2019.	Passed Unanimously
4	Regularization of appointment of Smt. Damiyanti P Ghatalia, who was appointed an Additional Director of the Company with effect from 14th February 2015 by the Board of Directors.	Passed Unanimously
5	Re-Appointment of Mr Chetan K Mehta as Independent Director of the Company to hold office for 5(Five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company	Passed Unanimously
	Re-Appointment of Mr Satish M Sheth as Independent Director of the Company to hold office for 5(Five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company	Passed Unanimously
7	Adoption of new set of Articles of Association in accordance with the requirements of Table F of First Schedule in the Companies Act, 2013.	Passed Unanimously
8	Adoption of new set of Memorandum of Association in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014.	Passed Unanimously

The electronic voting was held from 21stSeptember, 2015 (9.00 AM) to 24th September, 2015 (6.00PM). The Chairman at the aforesaid AGM declared the results as above based on the scrutinizer's report dated, a copy of which is attached alongwith.



Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

To

The Chairman

AAREY DRUGS AND PHARMACEUTICALS LIMITED

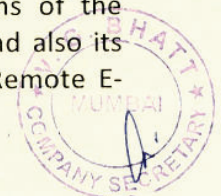
25th Annual General Meeting of the members of **AAREY DRUGS AND PHARMACEUTICALS LIMITED** (CIN: L99999MH1990PLC056538) held at E-34, MIDC, Tarapur, Boisar, District. Thane on Friday, 25th September, 2015 at 9:30 am.

Sub: Passing of Resolution(s) through physical voting and Remote E-voting pursuant to section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.

The Board of Directors of Aarey Drugs And Pharmaceuticals Limited (hereinafter referred to as the "Company") at its meeting held on 14th August, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical Ballot paper forms received from the member at the venue of the AGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of physical voting and e-voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 issued in this regard.

Report on Scrutiny:

- The company has appointed Central Depository Services (India) Limited as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime India Limited is the Registrar and Share Transfer Agent of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 25th Annual General Meeting (AGM) of the company, which was held on Friday, 25th September, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote E-Voting.



- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was 21st August, 2015 (Physical & Email) and as on that date, there were 5832 members of the Company. The Service Provider had sent the notices of the AGM along with Annual Report and E-Voting details by email to 2353 members whose email Id was made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 2606 members, whose Email Ids are not available, the notices were sent by Speed Post. In respect of "0" members' cases, where transmissions through email had failed.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 18th September, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for four days from Monday, 21st September, 2015 (09:00 am) and ends Thursday, 24th September, 2015 (5:00 pm).
- The Company completed the dispatch of the notices in physical and through e – mail to the members on 4th September, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Financial Express' newspaper dated 4th September, 2015 having country-wide circulation and in Maharashtra in 'Aapla Mhanagar' newspaper dated 4th September, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 25th Annual General Meeting of the Company held on 25th September, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On 25th September, 2015, after counting of the votes conducted at the venue of the AGM through Ballot paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Sana M. Karvinkar and Ms. Asmita A. Sawant who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, 1 (One) ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence



of two witnesses, as mentioned above, and polling papers were diligently scrutinized. The polling papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

- Thereafter, I as a Scrutinizer duly complied details of Remote E-Voting carried out by the Members and the facility of physical voting was provided at the venue of the AGM by way of Ballot paper, 0 person voted, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of polling papers are as under:

Details	Remote E-voting	Voting through ballot/poll paper	Total voting
Number of member who cast their votes	106	16	122
Total number of shares held by them	9935529	1347727	11283256
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	-		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.

1) Item no. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2015, the Balance sheet as on that date and the reports of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution.



2) Item no. 2 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Jagish K. Shah, who retires by rotation and, being eligible, offers himself for reappointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution.

3) Item no. 3 of the Notice (As an Ordinary Resolution)

To appoint M/s. DMKH and company, as an auditor of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution



- **SPECIAL BUSINESS**

4) Item no. 4 of the Notice (As an Ordinary Resolution)

Appointment of Smt. Damyanti P. Ghatalia as Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	8797985	-	-	-	8797985
Physical Voting	1347727	-	-	-	1347727
TOTAL	10145712	100%	-	-	10145712

*Smt. Damyanti P. Ghatalia has abstained from voting.

The Votes cast in favour are more than the votes cast against the resolution.

5) Item no. 5 of the Notice (As an Ordinary Resolution)

Re-Appointment of Mr Chetan K. Mehta as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution.



6) Item no. 6 of the Notice (As an Ordinary Resolution)

Re-Appointment of Mr. Satish M. Sheth as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution.

7) Item no. 7 of the Notice (As a Special Resolution)

Adoption of new set of Articles of Association.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution.



8) Item no. 8 of the Notice (As a Special Resolution)

Adoption of new set of Memorandum of Association.

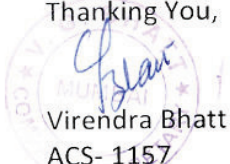
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Total Votes
	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	9935529	-	-	-	9935529
Physical Voting	1347727	-	-	-	1347727
TOTAL	11283256	100%	-	-	11283256

The Votes cast in favour are more than the votes cast against the resolution.

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on date of the AGM.


I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conduct at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,


Virendra Bhatt
ACS- 1157
COP-124

Date: 26th September, 2015
Place: Mumbai

Witnesses:


1. Ms. Sana M. Karvinkar


2. Ms. Asmita A. Sawant