

ANNOUNCEMENT OF RESULTS OF ELECTRONIC VOTING

This is to inform you that the following resolutions for the Extra Ordinary General Meeting held on 8th June, 2016 at E-34, MIDC, Tarapur, Boisar, dist. Thane-401506 have been declared as passed by the requisite majority at the aforesaid EOGM.

RESULTS OF ELECTRONIC VOTING AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 8TH JUNE, 2016

Sr. No.	Resolutions	No. of shares voted in favour of the resolution	% of shares voted in favour of the resolution	No. of shares voted against of the resolution	% of shares voted against of the resolution
1.	Increase in Authorised Capital to Rs. 25 Crores.	10483069	99.99%	60	0.01%
2.	Alteration of Memorandum and Articles of Association pursuant to increase in Authorised Capital to Rs. 25 Crores.	10483069	99.99%	60	0.01%
3.	Preferential Allotment of Warrants Convertible into Equal number of Equity shares to Promoters and Non-Promoters and Preferential Allotment of Equity shares to Non-Promoters.	10483069	99.99%	60	0.01%

Sr. No.	Resolutions	Remarks
1	Increase in Authorised Capital to Rs. 25 Crores.	Passed with requisite majority
2	Alteration of Memorandum and Articles of Association pursuant to increase in Authorised Capital to Rs. 25 Crores.	Passed with requisite majority
3	Preferential Allotment of Warrants Convertible into Equal number of Equity shares to Promoters and Non-Promoters and Preferential Allotment of Equity shares to Non-Promoters.	Passed with requisite majority

The electronic voting was held from 5th June, 2016 (9.00 AM) to 7th June, 2016 (5.00PM).



Virendra Bhatt

Company Secretary

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To

The Chairman

AAREY DRUGS AND PHARMACEUTICALS LIMITED

Sub: Scrutinizer's Report on the electronic voting and poll with respect to the resolutions included in the Notice of Extraordinary General Meeting of the Members of AAREY DRUGS AND PHARMACEUTICALS LIMITED (CIN: L99999MH1990PLC056538) held at the Registered Office of the Company at E-34, M.I.D.C., Tarapur, Boisar, Thane - 401 506 on Wednesday, 8th June, 2016, at 9.30a.m.

Dear Sir,

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter referred to as 'the said rule') and in accordance with the SEBI(Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors of **AAREY DRUGS AND PHARMACEUTICALS LIMITED** (hereinafter referred to as the 'Company') has appointed me as the Scrutinizer for the Remote E-Voting as well as to scrutinize the poll papers received from the members at the venue of the Extraordinary General Meeting (EGM). I am familiar and well versed with the concept of electronic 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 (CDSL) as the service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- The Agency /Service Provider had provided an electronic voting system for e-voting by members on the item of the business (Special business) sought to be transacted in the Extraordinary General Meeting (EGM) of the Company, which was held on Wednesday, 8th June, 2016, at 9.30 a.m.
- The Agency / Service Provider had set up electronic voting facility through the website www.evotingindia.com. The RTA had uploaded all the items of the business to be transacted at the EGM on the website of CDSL to facilitate the members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the Extraordinary General Meeting (EGM) was Thursday, May 12, 2016 (Physical & Email) and as on that date, there were 6510 members of the Company. RTA had sent the notice of the EGM containing inter-alia process and manner for availing e-voting facility by E-mail to 2766 members whose Email ID were 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 3744 members, whose Email IDs were not available, the notice of EGM were sent by Courier.

- The Notice of EGM 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 said rule.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was Wednesday, 1st June, 2016.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from 5th June, 2016 (9:00 am) and ends on 7th June, 2016 (5:00 pm).
- The dispatch of the notice of EGM to the members in physical form and by way of Email was completed on 17th May, 2016.
- As prescribed in clause (v) of sub rule 4 of the said Rule, the Company also published an advertisement on May 14, 2016 in "The Financial Express" English newspaper having country-wide circulation and in "Apla Mahanagar" newspaper in Marathi language on May 14, 2016. The advertisement published in the newspapers included the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule.
- At the venue of the EGM of the Company held on Wednesday, 8th June, 2016, at 9:30 a.m., the facility to vote through Poll Paper was made available to those members who were present at the meeting but who did not participate in the process of Remote E-voting to cast their vote.
- On 8th June, 2016, at 10.20 a.m., after counting of the votes conducted at the venue of the EGM through Poll paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Y. Salvi and Ms. Meghna S. Mistry, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule.
- One Polling Box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. After the voting by Poll was over, the Locked Polling Box was 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 RTA of the Company and the authorizations/ proxies lodged with the Company. The Polling 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 compiled details of Remote E-voting and physical voting provided at the venue of the EGM by way of Poll paper.
- 46 persons voted through e-voting and poll.



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

Details	Remote E-voting	Voting through poll paper	Total voting	Invalid Voting	Total Valid Voting
Number of member who cast their votes	41	5	46	0	46
Total number of shares held by them	7630789	2852340	10483129	0	10483129

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

Date of EGM	8th June, 2016
Total No of shareholders on record date	6560
No. of shareholders present in the meeting either in person or through proxy	
Promoter and promoter group :	3
Public :	39



• **SPECIAL BUSINESS**

- 1) **Item No. 1 of the Notice (As an Ordinary Resolution)**
Increase in Authorized Share Capital.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	7630729	-	60	-	0
Physical Voting	2852340	-	0	-	0
TOTAL	10483069	99.99	60	0.01	0

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

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			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 against on votes polled
Promoter & Promoter Group	E-Voting		6695083	-	6695083	0	-	-
	Poll		2852337	-	2852337	0	-	-
	Total	96,57,552	9547420	98.85	9547420	0	100	0
Public Institutional Holders	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non Institutional	E-Voting		935706	-	935646	60	-	-
	Poll		3	-	3	0	-	-
	Total	71,57,132	935709	13.07	935649	60	99.99	0.01
TOTAL		16814684	10483129	62.34	10483069	60	99.99	0.01



2) Item No. 2 of the Notice (As an Special Resolution)

Amendment of Memorandum and Articles of Association

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	7630729	-	60	-	0
Physical Voting	2852340	-	0	-	0
TOTAL	10483069	99.99	60	0.01	0

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Promoter & Promoter Group	E-Voting		6695083	-	6695083	0	-	-
	Poll		2852337	-	2852337	0	-	-
	Total	96,57,552	9547420	98.85	9547420	0	100	0
Public Institutional Holders	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non Institutional	E-Voting		935706	-	935646	60	-	-
	Poll		3	-	3	0	-	-
	Total	71,57,132	935709	13.07	935649	60	99.99	0.01
TOTAL		16814684	10483129	62.34	10483069	60	99.99	0.01



3) Item No. 1 of the Notice (As an Special Resolution)

Preferential Allotment of Warrants Convertible Into Equal Number Of Equity Shares To Promoters And Non Promoters, And Preferential Allotment Of Equity Shares To Non-Promoters

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	7630729	-	60	-	0
Physical Voting	2852340	-	0	-	0
TOTAL	10483069	99.99	60	0.01	0

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

Table showing Bifurcations of Promoters, Financial Institutions and Others:

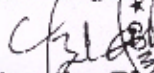
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	E-Voting		6695083	-	6695083	0	-	-
	Poll		2852337	-	2852337	0	-	-
	Total	96,57,552	9547420	98.85	9547420	0	100	0
Public Institutional Holders	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutional	E-Voting		935706	-	935646	60	-	-
	Poll		3	-	3	0	-	-
	Total	71,57,132	935709	13.07	935649	60	99.99	0.01
TOTAL		16814684	10483129	62.34	10483069	60	99.99	0.01



The Resolution mentioned in the Notice of EGM as detailed above stand passed under Remote E-Voting and voting conducted at EGM by way of Poll Papers with the requisite majority on the date of the EGM.

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


Thanking You,

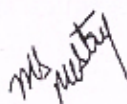

Virendra Bhatt
ACS- 1157
COP-124



Place: Mumbai
Date: June 8th, 2016

Witnesses:


Mr. Vishwas Y. Salvi


Ms. Meghna S. Mistry