



Innovating for  
affordable healthcare

# Shilpa Medicare Limited

**Manufacturers and Exporters of Bulk Drugs**

# 12-6-214/A-1, Beside New Cotton Market, Hyderabad Road,  
RAICHUR - 584 135, Karnataka, India.

Phone : +91-8532 - 238704, Fax : +91 - 8532 - 238876

E-Mail : [info@vbshilpa.com](mailto:info@vbshilpa.com) Web: <http://www.vbshilpa.com>

CIN No. L85110KA1987PLC008739

Dated: 29<sup>th</sup> April, 2017

Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
MUMBAI-400 051

Dear Sir,

**Sub:** Submission of Voting Results & Scrutinizer's Report of the business transacted at the meeting of the Equity Shareholders of Shilpa Medicare Limited convened pursuant to the order of Hon'ble National Company Law Tribunal, Bengaluru Bench.

**Ref:** Shilpa Medicare Limited – SHILPAMED

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Pursuant to the Order dated 8<sup>th</sup> March, 2017 passed by the Hon'ble Bengaluru Bench of The National Company Law Tribunal, a meeting of equity shareholders of the company was held on 29<sup>th</sup> April, 2017 at 10:30 AM at the Registered Office of the company. The company has provided the facility of postal ballot, e-voting as well as ballot to its equity shareholders for exercising their vote for the proposed resolution to obtain the approval for the scheme of Merger of Navya Biologicals Private Limited and Shilpa Medicare Limited.

The proposed resolution approving the scheme was passed with requisite majority by the Equity Shareholders of the company.

As per Reg. 44(3) of SEBI (LODR) Regulations, 2015, the Voting Results along with the Scrutinizer's Report is hereby enclosed.

This is for your information and records.

**For Shilpa Medicare Limited**

**Madhusudhan Reddy**  
Company Secretary & Compliance Officer.





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## Voting Results

**Voting Results as submitted by the Scrutinizer, Mr.V.Ajay, a Practising Company Secretary, on the proposed resolution to obtain the consent of the shareholders of Shilpa Medicare Limited for the scheme of merger of Navya Biologicals Private Limited with the Shilpa Medicare Limited.**

(Meeting has been convened pursuant to the Order dated 8<sup>th</sup> March, 2017 passed by the Hon'ble Bengaluru Bench of The National Company Law Tribunal, on 29<sup>th</sup> April, 2017 at 10:30 AM at the Registered Office of the company)

Resolution required: (Ordinary/ Special)			Approval of majority in number representing three fourth of value of shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	43435236	43435236	100.0000	43435236	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>43435236</b>	<b>100.0000</b>	<b>43435236</b>	<b>0</b>		
Public Institutions	E-Voting	25337132	9357493	36.9319	9357493	0	100.0000	0.0000
	Postal Ballot		6179506	24.3891	6179506	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>15536999</b>	<b>61.3211</b>	<b>15536999</b>	<b>0</b>		
Public Non Institutions	E-Voting	11354536	33283	0.2931	33189	94	99.7176	0.2824
	Postal Ballot		10185	0.0897	10084	101	99.0083	0.9917
	Poll		199207	1.7544	199207	0	100.0000	0.0000
	<b>Total</b>		<b>242675</b>	<b>2.1373</b>	<b>242480</b>	<b>195</b>		
Non - Public Non - Promoter	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>		
<b>Grand Total</b>		<b>80126904</b>	<b>59214910</b>	<b>73.6928</b>	<b>59214715</b>	<b>195</b>	<b>99.9997</b>	<b>0.0003</b>

Place : Raichur  
Date: 29-04-2017



*(Signature)*  
Chairman appointed for the meeting

Plot No. : 1A to 5B, Deosugur Industrial Area, Deosugur-584 170, (Dist. Raichur) Karnataka, India.



# VCAN & ASSOCIATES

Practising Company Secretaries  
105, 8-3-969/1, Triveni Apartments,  
Srinagar Colony, Hyderabad-500 073

## CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108, Section 109, 110 of the Companies Act, 2013, read with Rule 20, 21 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]**

29<sup>th</sup> April, 2017

To

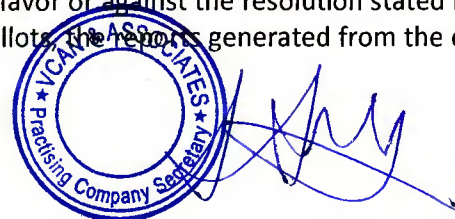
Mr. D.S.Rao,

Chairperson appointed by the National Company Law Tribunal ("NCLT"), Bench at Bengaluru, for the meeting of the Equity Shareholders of Shilpa Medicare Limited ("Company"), pursuant to T.P No. 267/2017 in C.A No. 743/2016.

**Sub: Consolidated Report on Postal Ballot, E-Voting and Poll at the Tribunal Conveyed Meeting ("TCM") of Equity Shareholders of Shilpa Medicare Limited ("Company") on 29.04.2017.**

Sir,

1. I, Ajay Vemuri, Practising Company Secretary, have been appointed as a scrutinizer for scrutinizing the voting through Postal Ballot, E-Voting Process (Electronic voting) and the poll conducted at the TCM in respect of the resolution contained in the notice dated March 25, 2017.
2. The management of the Company is responsible for ensuring Compliance with the requirements of the Companies Act, 2013 ("Act") and rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations, 2015 relating to E-Voting, Postal Ballot and through Poll on the resolution contained in the notice dated March 25, 2017.
3. The Company has appointed Karvy Computershare Private Limited, the agency authorized under Rule 20 of Companies (Management and Administration) Rules, 2014 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide E-Voting facility to the shareholders of the Company.
4. Our responsibility as a Scrutinizer was restricted to Scrutinize the Postal Ballot papers, E-Voting Process and Poll at the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizers Report of the votes cast in favor or against the resolution stated in the notice dated March 25, 2017, based on postal ballots, the reports generated from the e-voting and based on the poll taken at the meeting.



5. The voting through postal ballot, e-voting and poll at the TCM was conducted to consider the Amalgamation of Navya Biologicals Private Limited ("Transferor Company") with Shilpa Medicare Limited ("Transferee Company")
6. The shareholders holding shares as on the "Cut off" date i.e March 25, 2017 were entitled to vote on the resolution contained in the Notice of the Meeting.
7. The Postal Ballot and E-Voting period commenced on March 30, 2017 at 10.00 AM and ended on April 28, 2017 at 05.00 PM.
8. The Electronic votes cast were taken into account and at the end of the voting period, i.e April 28, 2017 at 05.00 PM the e-voting portal was disabled from voting.
9. The Electronic votes were unblocked on April 29, 2017 at 11.00 AM in the presence of two witnesses, who are neither directly nor indirectly not related to the Company.
10. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio no or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining the list of shares with differential voting rights.
11. The details containing, inter alia, list of equity shareholders, who voted "For" or "Against" the resolution through e-voting were generated from the e-voting website of the Karvy Computershare Private Limited i.e <https://evoting.karvy.com>
12. The sealed ballot boxes were subsequently opened 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. The votes were also scrutinized for eliminating duplicate voting i.e e-voting as well as on poll:
13. The standalone report on the voting through Postal Ballot, E-Voting and Poll are as follows:

**A. Report on result of voting by Postal Ballot:**

- i. Voted in favor or against of the resolution

Number of Ballots Received	Percentage of Number of Members	Number of Votes Casted in favor of the resolution	Percentage of the votes casted in favor of the resolution	Number of votes Casted against the resolution	Percentage of the votes casted against the resolution
29	0.2	6189590	99.01	101	0.99

A circular blue stamp of the Company Secretary is overlaid on the bottom right of the table. The stamp contains the text "KARVA ASSOCIATES" at the top, "Practising Company Secretary" around the perimeter, and a handwritten signature in blue ink across the center.

ii. Invalid Votes: Nil

**B. Report on result of voting through E-Voting**

i. Voted in favor or against of the resolution

Number of Members availed E-Voting facility	Percentage of number of members availed E-Voting facility	Number of Votes Casted in favor of the resolution	Percentage of the votes casted in favor of the resolution	Number of votes Casted against the resolution	Percentage of the votes casted against the resolution
78	0.542	52825918	99.9998	94	0.0002

ii. Invalid Votes: Nil

**C. Report on result of Voting by poll at the TCM**

- i. Out of 67 Equity Shareholders present at the venue of the TCM of the equity shareholders, 12 Equity Shareholders holding 27561792 equity shares who attended the meeting, had already cast their votes by e-voting and therefore were not entitled to vote at the venue of the meeting.
- ii. Poll forms were issued to 54 equity shareholders and out of which 28 shareholders exercised voted through poll and balance have not exercised.
- iii. Voted in favor or against of the resolution

Number of members present at the meeting (in person or by proxy)	Number of members present and voted (in person or by proxy)	Percentage of total number of persons voted in poll	Number of Votes Casted in favor of the resolution	Percentage of the votes casted in favor of the resolution	Number of votes Casted against the resolution	Percentage of the votes casted against the resolution
67	28	0.19	199207	100	Nil	Nil

\*One Member is holding two folio's

iv. Invalid Votes: Nil

14. A consolidated scrutinizer report (summary) on the result of voting by Postal Ballot, E-Voting and Poll at the TCM of Equity Shareholders of Shilpa Medicare Limited held on 29.04.2017, is as under:



Resolution required: (Ordinary/ Special)			Approval of majority in number representing three fourth of value of shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>		
<b>Grand Total</b>		<b>80126904</b>	<b>59214910</b>	<b>73.6928</b>	<b>59214715</b>	<b>195</b>	<b>99.9997</b>	<b>0.0003</b>



For VCAN & Associates  
Practising Company Secretaries

Ajay Vemuri  
C.P. No. 15460

Place: Raichur  
Date: 29.04.2017