



# 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 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014, as amended]*

To,

The Chairman  
Shilpa Medicare Limited  
#12-6-214/A1, Hyderabad Road,  
Raichur, Karnataka-584135

Dear Sir,

**Subject:** Consolidated Report on e-voting as well as physical voting for items proposed at Annual General Meeting of Shilpa Medicare Limited held on Friday the 29<sup>th</sup> day of September, 2017 at the registered office of the Company at #12-6-214/A1, Hyderabad Road, Raichur, Karnataka-584135

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With reference to the above subject, I, Ajay Naga Chowdary Vemuri, Practising Company Secretary, state that I was appointed as a Scrutinizer by the Board of Directors of the Company for scrutinizing the e-voting process opened during the period from 26.09.2017 to 28.09.2017 and physical voting conducted through poll at the AGM at #12-6-214/A1, Hyderabad Road, Raichur, Karnataka-584135, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 10<sup>th</sup> day of August, 2017. I report as under:


1. The Company availed the services of Karvy Computershare Private Limited (hereinafter referred to as the "Service Provider") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders during the period from 26<sup>th</sup> September, 2017 at 09.00 A.M. to 28<sup>th</sup> September, 2017 at 05.00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 23<sup>rd</sup> September, 2017 (i.e. cut – off date) were allowed to participate and vote electronically on all the items of business proposed at the AGM during the aforesaid period of e-voting. On 29<sup>th</sup> day of September, 2017, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2(Two) persons who were present as witnesses.
2. At the 30<sup>th</sup> AGM of the Company held on Friday, the 29<sup>th</sup> day of September, 2017, at 12.15 P.M at the Registered Office of the Company Situated #12-6-214/A1, Hyderabad Road, Raichur, Karnataka-584135, the Company provided the Poll facility at the venue to the shareholders who attended the meeting and did not participate in the E-voting facility to cast their votes through poll at the AGM.




3. Subsequent to the completion of voting process at the 30<sup>th</sup> AGM, the votes cast by the shareholders at the AGM were diligently scrutinized by me. The votes cast at the AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. As per the voting I report that all the resolutions proposed at the AGM were duly passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during 26<sup>th</sup> September, 2017 at 09.00 A.M. to 28<sup>th</sup> September, 2017 at 05.00 P.M. and details of the physical voting at the 30<sup>th</sup> AGM on each of the resolutions as Annexure I.
5. The poll papers and relevant records relating to electronic voting and Poll at 30<sup>th</sup> AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking You,

For VCAN & Associates  
Practising Company Secretaries



Ajay Naga Chowdary Vemuri  
Scrutinizer for the Company  
C.P.No. 15460



Place: Hyderabad

Date: 29.09.2017



# ANNEXURE I

**Item No.1: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.**

Details of Voting –

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	79	56363009
Dissented to the Resolution	0	0	0	0
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
<b>Total Number of Valid Postal Ballot Votes</b>	<b>21</b>	<b>135492</b>	<b>79</b>	<b>56363009</b>

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.86	6689529	0	100	0
	Poll		0	0	0	0	0	
	Total	15252344	6689529	43.86	6689529	0	100	0
Public Non Institutions	E-Voting	21010468	6238244	29.69	6238244	0	100	0
	Poll		135492	0.64	135492	0	100	0
	Total	21010468	6373736	30.34	6373736	0	100	0
Total E-voting		80126904	56363009	70.34	56363009	0	100.00	0
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.51	56498501	0	100.00	0



*[Handwritten signature]*

**Item No.2: To confirm the Interim Dividend of Re.0.60 per share paid and declare the same as the dividend for the year 2016-17.**

Details of Voting –

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	79	56363009
Dissented to the Resolution	0	0	0	0
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
<b>Total Number of Valid Postal Ballot Votes</b>	<b>21</b>	<b>135492</b>	<b>79</b>	<b>56363009</b>

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.86	6689529	0	100	0
	Poll		0	0	0	0	0	
	Total	15252344	6689529	43.86	6689529	0	100	0
Public Non Institutions	E-Voting	21010468	6238244	29.69	6238244	0	100	0
	Poll		135492	0.64	135492	0	100	0
	Total	21010468	6373736	30.34	6373736	0	100	0
Total E-voting		80126904	56363009	70.34	56363009	0	100.00	0
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.51	56498501	0	100.00	0



*[Handwritten signature]*



**Item No.3: To appoint a Director in place of Ms. Namrata Bhutada (DIN: 05133614) who retires by rotation and being eligible, offers herself for re-appointment.**

Details of Voting –

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	78	56362024
Dissented to the Resolution	0	0	1	985
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
<b>Total Number of Valid Postal Ballot Votes</b>	<b>21</b>	<b>135492</b>	<b>79</b>	<b>56363009</b>

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.8590	6688544	985	99.9853	0.0147
	Poll		0	0	0	0	0	
	Total	15252344	6689529	43.8590	6688544	985	99.9853	0.0147
Public Non Institutions	E-Voting	21010468	6238244	29.6911	6238244	0	100	0
	Poll		135492	0.6449	135492	0	100	0
	Total	21010468	6373736	30.336	6373736	0	100	0
Total E-voting		80126904	56363009	70.34	56362024	985	99.9983	0.0017
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.5113	56497516	985	99.9983	0.0017



**Item No.4: To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:**

Details of Voting –

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	79	56363009
Dissented to the Resolution	0	0	0	0
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
<b>Total Number of Valid Postal Ballot Votes</b>	<b>21</b>	<b>135492</b>	<b>79</b>	<b>56363009</b>

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	0
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.86	6689529	0	100	0
	Poll		0	0	0	0	0	0
	Total	15252344	6689529	43.86	6689529	0	100	0
Public Non Institutions	E-Voting	21010468	6238244	29.69	6238244	0	100	0
	Poll		135492	0.64	135492	0	100	0
	Total	21010468	6373736	30.34	6373736	0	100	0
Total E-voting		80126904	56363009	70.34	56363009	0	100.00	0
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.51	56498501	0	100.00	0





**Item No.5: Appointment of Mr. Naresh Patwari as Director:**

Details of Voting –

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	79	56363009
Dissented to the Resolution	0	0	0	0
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
<b>Total Number of Valid Postal Ballot Votes</b>	<b>21</b>	<b>135492</b>	<b>79</b>	<b>56363009</b>

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.86	6689529	0	100	0
	Poll		0	0	0	0	0	
	Total	15252344	6689529	43.86	6689529	0	100	0
Public Non Institutions	E-Voting	21010468	6238244	29.69	6238244	0	100	0
	Poll		135492	0.64	135492	0	100	0
	Total	21010468	6373736	30.34	6373736	0	100	0
Total E-voting		80126904	56363009	70.34	56363009	0	100.00	0
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.51	56498501	0	100.00	0



**Item No. 6: Ratification of Remuneration to Cost Auditors:**

Details of Voting –

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	79	56363009
Dissented to the Resolution	0	0	0	0
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
Total Number of Valid Postal Ballot Votes	21	135492	79	56363009

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.86	6689529	0	100	0
	Poll		0	0	0	0	0	
	Total	15252344	6689529	43.86	6689529	0	100	0
Public Non Institutions	E-Voting	21010468	6238244	29.69	6238244	0	100	0
	Poll		135492	0.64	135492	0	100	0
	Total	21010468	6373736	30.34	6373736	0	100	0
Total E-voting		80126904	56363009	70.34	56363009	0	100.00	0
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.51	56498501	0	100.00	0





**Item No.7: Approval of Related Party Transaction:**

Particulars	No. of Postal Ballot Forms received from Shareholders	No. of Equity Shares of Rs.1/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.1/- each (Votes)
Assented to the Resolution	21	135492	76	56354938
Dissented to the Resolution	0	0	3	8071
Total votes cast	21	135492	79	56363009
Less: Total number of invalid Postal Ballot Voted	0	0	0	0
<b>Total Number of Valid Postal Ballot Votes</b>	<b>21</b>	<b>135492</b>	<b>79</b>	<b>56363009</b>

Resolution required:						Ordinary Resolution		
Whether promoter/ promoter group are interested in the 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	43864092	43435236	99.02	43435236	0	100	0
	Poll		0	0	0	0	0	
	Total	43864092	43435236	99.02	43435236	0	100	0
Public Institutions	E-Voting	15252344	6689529	43.86	6681998	7531	99.8874	0.1126
	Poll		0	0	0	0	0	
	Total	15252344	6689529	43.86	6681998	7531	99.8874	0.1126
Public Non Institutions	E-Voting	21010468	6238244	29.69	6237704	540	99.913	0.0086
	Poll		135492	0.64	135492	0	100	0
	Total	21010468	6373736	30.34	6373196	540	99.9915	0.0085
Total E-voting		80126904	56363009	70.34	56354938	8071	99.9857	0.0143
Total physical vote			135492	0.17	135492	0	100.00	0
Grand Total			56498501	70.51	56490430	8071	99.9857	0.0143



For VCAN & Associates  
Practising Company Secretaries

Ajay Naga Chowdary Vemuri  
Scrutinizer for the Company  
C.P.No. 15460

Place: Hyderabad

Date: 29.09.2017