



Report of Scrutinizer

Pursuant to section 108 of the Companies Act, 2013 Rule 20 of Companies
(Management and Administration) Rules, 2014

To,
The Chairman
31st Annual General Meeting of the Equity Shareholders of
Shilpa Medicare Limited
#12-6-214/A-1, Hyderabad Road,
Raichur, Karnataka-584 135.

Dear Sir,

We, VCAN & Associates, Practising Company Secretaries, appointed as a Scrutinizer for the purpose of e-Voting to scrutinize and verify both physical and electronic ballots received and to unblock the votes in favour or against, if any, and to report forthwith to the Chairman, on the resolution(s) annexed herewith, at the Annual General Meeting of the Equity Shareholders of Shilpa Medicare Limited, held on Monday, 17th September, 2018, at 12.15 p.m. at #12-6-214/A-1, Hyderabad Road, Raichur, Karnataka-584 135., do hereby submit our report pursuant to section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Shilpa Medicare Limited through Karvy Computershare Private Limited (KARVY) (Service Provider) uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the service provider (KARVY). The members of the Company as on the "cut-off" date i.e. September 10, 2018 were entitled to vote which was mentioned in the Notice of the AGM of the Company.

All e-voting received up to 5.00 P.M on September 16, 2018, being deadline fixed by the Company for receipt of e-voting, and all ballot forms received at AGM were considered for my scrutiny.

The locked e-votes on the website of KARVY have been unblocked by me in the presence of two witnesses, who are not employees of Shilpa Medicare Limited. The remote e-votes and votes cast by poll through physical ballot voting at the venue of AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.

The particulars of votes cast through remote e voting and votes cast by poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

For VCAN & ASSOCIATES
Practising Company Secretaries

Ajay Naga Chowdary Vemuri
C.P. No. 15460

The combined results of the voting are given in the **Annexure-I**. The register and all other papers relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes and thereafter, I will return the register and other related papers to the Company Secretary.

All other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.

Result:

All the six resolutions have secured requisite majority of votes, and can be considered to have been passed.

The Chairman of Annual General Meeting may accordingly declare result of the voting.

Thanking you,
Yours' faithfully,

For VCAN & ASSOCIATES
Practising Company Secretaries

Ajay Nagar Gowdary Vemuri
C.P. No. 15460

Place: Camp: Raichur

Date: September 17, 2018.

Resolution No	1							
Resolution required (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2018, the Reports of the Board of Directors and Auditors thereon							
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 and Promoter Group	E-Voting	43,864,092	43,135,236	98.3384	43,135,236	0	100.0000	0.0000
	Poll		728,856	1.6616	728,856	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		43,864,092	100.0000	43,864,092	0	100.0000	0.0000
Public- Institutions	E-Voting	15,645,860	1,723,841	11.0179	1,723,841	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,723,841	11.0179	1,723,841	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,016,946	6,030,534	27.3904	6,030,230	304	99.9949	0.0050
	Poll		70,924	0.3221	70,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,101,458	27.7125	6,101,154	304	99.9950	0.0050
Total		81,526,898	51,689,391	63.4016	51,689,087	304	99.9994	0.0006

Resolution No	2							
Resolution required (Ordinary/ Special)	ORDINARY - To confirm the Interim Dividend of Re 0.70 per share paid and declare the same as the dividend for the financial year 2017-18							
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 and Promoter Group	E-Voting	43,864,092	43,135,236	98.3384	43,135,236	0	100.0000	0.0000
	Poll		728,856	1.6616	728,856	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		43,864,092	100.0000	43,864,092	0	100.0000	0.0000
Public- Institutions	E-Voting	15,645,860	1,725,617	11.0292	1,725,617	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,725,617	11.0292	1,725,617	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,016,946	6,030,534	27.3904	6,030,509	25	99.9995	0.0004
	Poll		70,924	0.3221	70,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,101,458	27.7125	6,101,433	25	99.9996	0.0004
Total		81,526,898	51,691,167	63.4038	51,691,142	25	100.0000	0.0000

Resolution No	3							
Resolution required (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Omprakash Inani (DIN No: 01301385) who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes*							
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 and Promoter Group*	E-Voting	43,864,092	42,427,596	96.7251	42,427,596	0	100.0000	0.0000
	Poll		364,428	0.8308	364,428	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		42,792,024	97.5559	42,792,024	0	100.0000	0.0000
Public- Institutions	E-Voting	15,645,860	1,725,617	11.0292	1,715,239	10,378	99.3985	0.6014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,725,617	11.0292	1,715,239	10,378	99.3986	0.6014
Public- Non Institutions	E-Voting	22,016,946	6,030,534	27.3904	6,030,230	304	99.9949	0.0050
	Poll		70,924	0.3221	70,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,101,458	27.7125	6,101,154	304	99.9950	0.0050
Total		81,526,898	50,619,099	62.0888	50,608,417	10,682	99.9789	0.0211

*Except Mr. Omprakash Inani who is holding 1072088 equity shares in the company, none of the promoters/promoter group are interested in this resolution. Further 707640 votes casted by Mr. Omprakash Inani were not taken into consideration.

For VCAI & ASSOCIATES
Practising Company Secretaries
Ajay Naga Chowdary Vemuri
C.P. No. 15460

Resolution No	4							
Resolution required (Ordinary/ Special)	ORDINARY - Ratification of Remuneration to Cost Auditors							
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 and Promoter Group	E-Voting	43,864,092	43,135,236	98.3384	43,135,236	0	100.0000	0.0000
	Poll		728,856	1.6616	728,856	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		43,864,092	100.0000	43,864,092	0	100.0000	0.0000
Public- Institutions	E-Voting	15,645,860	1,725,617	11.0292	1,725,617	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,725,617	11.0292	1,725,617	0	100.0000	0.0000
Public- Non Institutions	E-Voting	22,016,946	6,030,534	27.3904	6,030,510	24	99.9996	0.0003
	Poll		70,924	0.3221	70,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,101,458	27.7125	6,101,434	24	99.9996	0.0004
Total		81,526,898	51,691,167	63.4038	51,691,143	24	100.0000	0.0000

Resolution No	5							
Resolution required (Ordinary/ Special)	ORDINARY - Approval of Related Party Transaction:							
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 and Promoter Group	E-Voting	43,864,092	43,135,236	98.3384	43,135,236	0	100.0000	0.0000
	Poll		728,856	1.6616	728,856	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		43,864,092	100.0000	43,864,092	0	100.0000	0.0000
Public- Institutions	E-Voting	15,645,860	1,725,617	11.0292	1,216,117	509,500	70.4743	29.5257
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,725,617	11.0292	1,216,117	509,500	70.4743	29.5257
Public- Non Institutions	E-Voting	22,016,946	6,030,307	27.3894	6,029,979	328	99.9945	0.0054
	Poll		70,924	0.3221	70,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,101,231	27.7115	6,100,903	328	99.9946	0.0054
Total		81,526,898	51,690,940	63.4035	51,181,112	509,828	99.0137	0.9863

Resolution No	6							
Resolution required (Ordinary/ Special)	SPECIAL - Approval for giving loans to its Subsidiaries, Joint Ventures and Associate Companies							
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 and Promoter Group	E-Voting	43,864,092	43,135,236	98.3384	43,135,236	0	100.0000	0.0000
	Poll		728,856	1.6616	728,856	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		43,864,092	100.0000	43,864,092	0	100.0000	0.0000
Public- Institutions	E-Voting	15,645,860	1,725,617	11.0292	1,591,731	133,886	92.2412	7.7587
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,725,617	11.0292	1,591,731	133,886	92.2412	7.7587
Public- Non Institutions	E-Voting	22,016,946	6,030,534	27.3904	6,030,229	305	99.9949	0.0050
	Poll		70,924	0.3221	70,924	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,101,458	27.7125	6,101,153	305	99.9950	0.0050
Total		81,526,898	51,691,167	63.4038	51,556,976	134,191	99.7804	0.2196

For VCAN & ASSOCIATES
Practising Company Secretaries
Ajay Naga Chowdary Vemuri
C.P. No. 15460