



**Sunil M. Dedhia**

B. Com., A.C.A., F.C.S.

**Sunil M. Dedhia & Co.**

Company Secretaries

101, Kulkarni Heights, K.W. Chitale Path, Opp. Vartak Hall, Dadar (West), Mumbai 400 028 India  
Telefax: +91 22 24306155 | Mobile: 9821759793 | E-mail: sunil@sunildedhia.com | Website:www.sunildedhia.com

**SCRUTINIZER'S REPORT ON POSTAL BALLOT E-VOTING**

*(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014).*

The Chairman / Company Secretary

**Aarti Pharmalabs Limited**

CIN: U24100GJ2019PLC110964

Plot No 22/C/1 & 22/C/2,

1st Phase, GIDC, Vapi,

Valsad, Gujarat 396195

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as a Scrutinizer by the Board of Directors of Aarti Pharmalabs Limited ('the Company') at their meeting held on November 29, 2022 for the purpose of conducting Postal Ballot voting process by electronic means ('e-voting') in a fair and transparent manner for following resolutions mentioned in the Postal Ballot Notice dated November 29, 2022 issued to its Members:

Item Nos.	Resolutions proposed	Type of Resolutions
1	Approval for appointment of Smt. Hetal Gogri Gala (DIN: 00005499), as the Managing Director of the Company.	Special
2	Approval for appointment of Shri Narendra Jagannath Salvi (DIN: 00299202), as the Managing Director of the Company.	Ordinary
3	Approval for appointment of Shri Parimal Hasmukhlal Desai (DIN: 00009272), as a Non-Executive Director of the Company.	Special
4	Approval for appointment of Shri Bhavesh Rasiklal Vora (DIN: 00267604), as an Independent Director of the Company.	Special
5	Approval for appointment of Dr. Vinay Gopal Nayak (DIN: 02577389), as an Independent Director of the Company.	Special
6	Approval for appointment of Prof. Vilas Gajanan Gaikar (DIN: 00033383), as an Independent Director of the Company.	Special
7	Approval for appointment of Smt. Jeenal Kenil Savla (DIN: 07545244), as an Independent Director of the Company.	Special
8	Approval for appointment of Smt. Rupal Anand Vora (DIN: 07096253), as an Independent Director of the Company.	Special
9	Appointment of Gokhale & Sathe, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy.	Ordinary

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The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through Postal Ballot by electronic means on the above resolutions contained in the said Postal Ballot Notice.

My responsibility as the Scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot voting by electronic means by the shareholders of the Company and on the reports generated from the system provided by National Securities Depository Limited (NSDL) for extending the facility of electronic voting to the shareholders of the Company.

**Accordingly, I submit my report as under:**

1. In accordance with General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), the Company had sent the Postal Ballot Notice in electronic form only to the shareholders for this Postal Ballot. **Accordingly, the communication of the assent or dissent of the members took place through the remote e-voting system only.**
2. As informed to me, the Company had completed the dispatch of the said Postal Ballot Notice electronically on December 9, 2022 to members whose name(s) appeared on the Register of Members /records of Depositories i.e. List of Beneficiaries as on December 2, 2022 (Cut-off date).
3. The Company issued advertisements in 'Financial Express' Newspaper (in English), all India Editions and 'Financial Express' Newspaper (in Gujarati), Ahmedabad Edition both on December 10, 2022, informing about the completion of dispatch of the Postal Ballot Notice, electronically to the shareholders along with other related matters mentioned therein.
4. The Company engaged National Securities Depository Limited ('NSDL') via [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically('Remote e-voting'). The e-voting commenced on Monday, December 12, 2022 at 9.00 a.m. and ended on Tuesday, January 10, 2023 at 5.00 p.m. Accordingly, the votes received electronically from the Shareholders for postal ballot were considered for my scrutiny.

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5. Particulars of all electronic votes received from the Members have been entered in an electronic register separately maintained for the purpose.
6. I have downloaded the data of e-voting after the E-voting Module was disabled by NSDL. The votes were unblocked at Mumbai on Tuesday, January 10, 2023, in the presence of two witnesses, Mrs. Priti Sunil Dedhia and Ms. Kinnari Vijay Dedhia, who are not in the employment of the Company.
7. The Postal Ballot electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company / List of Beneficiaries as on the 'Cut-off date' provided by Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.
8. The soft copy of list of equity shareholders who voted "FOR" and "AGAINST" were also shared with the Company vide email dated January 10, 2023.
9. A summary of the e-voting is given as below:

**Item No. 1: Special Resolution for approval for appointment of Smt. Hetal Gogri Gala (DIN: 00005499), as the Managing Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1110	33016534	99.938

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	44	20605	0.062

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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**Item No. 2: Ordinary Resolution for approval for appointment of Shri Narendra Jagannath Salvi (DIN: 00299202), as the Managing Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1102	48427820	99.991

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	45	4564	0.009

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 3: Special Resolution for appointment of Shri Parimal Hasmukhlal Desai (DIN: 00009272), as a Non-Executive Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1097	47098842	99.995

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	43	2478	0.005

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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**Item No. 4: Special Resolution for approval for appointment of Shri Bhavesh Rasiklal Vora (DIN: 00267604), as an Independent Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1094	48428136	99.956

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	44	21337	0.044

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 5: Special Resolution for appointment of Dr. Vinay Gopal Nayak (DIN: 02577389), as an Independent Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1100	48447568	99.996

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	39	1975	0.004

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 6: Special Resolution for appointment of Prof. Vilas Gajanan Gaikar (DIN: 00033383), as an Independent Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1093	48430634	99.961

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	44	18883	0.039

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 7: Special Resolution for approval for appointment of Smt. Jeenal Kenil Savla (DIN: 07545244), as an Independent Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1087	48444308	99.989

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	49	5200	0.011

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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**Item No. 8: Special Resolution for approval for appointment of Smt. Rupal Anand Vora (DIN: 07096253), as an Independent Director of the Company.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1088	48428028	99.956

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	49	21462	0.044

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 9: Special Resolution for Appointment of Gokhale & Sathe, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy.**

(i) Voted **in favour** of the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	1104	48430850	99.961

(ii) Voted **against** the Resolution:

Postal Ballot Voting	Number of members voted	Number of votes casted by them	% of total numbers of valid votes cast
Remote E-voting	33	18655	0.039

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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10. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves the aforesaid Postal Ballot and the Chairman signs the minutes thereof and the same shall be handed over thereafter to the Company Secretary for safe keeping.
11. Aforesaid resolutions contained in the Notice are passed with requisite majority by the Members of the Company as proposed and as specified under the Companies Act, 2013 and the Listing Regulations. You may accordingly declare the result of the voting by Postal Ballot e-voting.

Thanking you,

Yours faithfully,

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CS Sunil M. Dedhia  
Proprietor, Sunil M. Dedhia & Co.  
Practising Company Secretary  
FCS No: 3483 C.P. No. 2031  
Peer Review Certificate No. 867/2020  
UDIN: F003483D002941924  
Place: Mumbai  
Date: January 11, 2023