

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

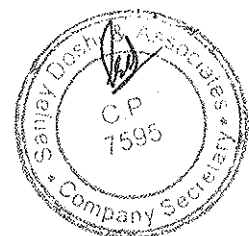
The Chairman of 54th Annual General Meeting of the members of **Anuh Pharma Limited** (the Company) to be held on 12th Day of September, 2014 at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Dear Sir,

I, Sanjay Doshi, a Company Secretary in practice, have been appointed by the Board of Directors of ANUH PHARMA LIMITED ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of the 54th Annual General Meeting (AGM) of the members of the Company, to be held on Friday, 12th September, 2014 at 3 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

The Annual Report containing the notice dated 23rd May, 2014 convening the 54th Annual General Meeting of the Company and notice of e-voting dated 1st August, 2014 along with statement setting out the material facts in respect of resolutions proposed to be passed under Section 102 of the Companies Act, 2013 was sent to shareholders on 8th August, 2014 & 12th August, 2014 through email and book post/courier respectively.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice to the 54th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer is restricted to make a scrutinizers report of votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

1. The e-voting period remained open from **Saturday, 06th September, 2014 (08.00 a.m.) to Monday, 08th September, 2014 (06.00 p.m.)**.
2. The members of the Company as on "cut-off" date i.e. **Friday, 01st August, 2014** were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast were unblocked on **Tuesday, 09th September, 2014** in the presence of two witnesses, **Mr. Alpesh Kothari & Mr. Gautam Pathak** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature 

Name 1: Mr. Alpesh Kothari

Signature 

Name 2: Mr. Gautam Pathak

4. Thereafter, I have also generated complete records of votes cast by electronic mode from Central Depository Services (India) Limited the agency appointed for providing and supervising electronic platform: helpdesk.evoting@cDSLindia.com on **09th September, 2014** which was closed for voting by Central Depository Services (India) Limited on **08th September, 2014 at 06.00 p.m.** and based on such e-voting records generated, I hereby report as under:

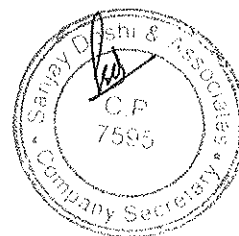
Item No. 1: Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL



(iii) Invalid votes:

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

Item No. 2: Appointment of a Director in place of Mr. Jayantilal P. Shah (DIN: 00083146) who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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

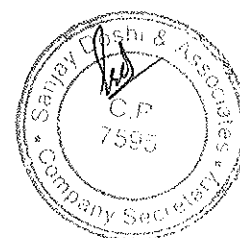
Item No. 3: Appointment of a Director in place of Mr. G C Sarda (DIN: 06583340) who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL



(iii) Invalid votes:

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

Item No. 4: Appointment of the auditors of the company and fix their remuneration

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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

Item No. 5: Declaration of dividend for the Financial Year 2013-14

(i) Voted in favour of the resolution:

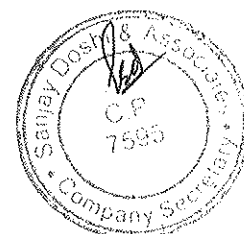
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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



NIL	NIL
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Item No. 6: Appointment of Ms. Rajeshree T Gor (DIN: 06873519) as a Director, whose period of office shall be liable to determination by retirement of Directors by rotation

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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

Item No. 7: Re-appointment of Mr. Bipin N. Shah (DIN: 00083244) as Managing Director and fix his remuneration

(i) Voted in favour of the resolution:

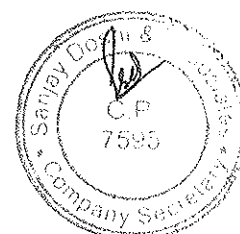
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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



Item No. 8: Appointment of Mr. Girikrishna Maniar, Cost Auditor (Fellow Membership No. 8202) for the Financial Year 2014-2015

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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

Item No. 9: Appointment of Mr. Arun Todarwal, Director (DIN: 00020916) as an Independent Director of the Company up to 31st March, 2019

(i) Voted in favour of the resolution:

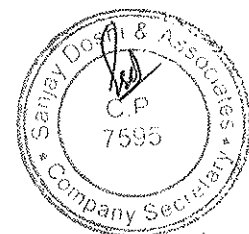
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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



Item No. 10: Appointment of Mr. Jasantlal G Shah, Director (DIN: 00372600) as an Independent Director of the Company up to 31st March, 2019

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

(iii) Invalid votes:

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

Item No. 11: Appointment of Mr. Dilip G Shah, Director (DIN: 01989812) as an Independent Director of the Company up to 31st March, 2019

(i) Voted in favour of the resolution:

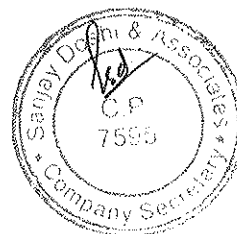
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
31	6013676	99.99%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
1	15	0.01%

(iii) Invalid votes:

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



Item No. 12: Appointment of Mr. Sandeep Joshi, Director (DIN: 00516409) as an Independent Director of the Company up to 31st March, 2019

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
32	6013691	100%

(ii) Voted against the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast (favour and against)
NIL	NIL	NIL

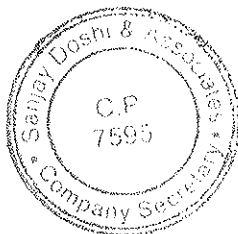
(iii) Invalid votes:

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

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same are handed over to the Chairman or the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

S. R. Doshi



Sanjay Doshi
Practicing Company Secretary
CP. No.: 7595
M. No.: F 4171

Place: Mumbai
Date: 10th September, 2014

FORM No. MGT-13**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

54th Annual General Meeting of Shareholders of Anuh Pharma Limited held on Friday, 12th September, 2014 at 03.00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Dear Sir,

I, Sanjay Doshi, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 54th Annual General Meeting of the Shareholders of the Company held on Friday, 12th September, 2014 at 03.00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, submit our report as under:

- A. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was marked by identification mark placed on them.
- B. The sealed ballot box was subsequently opened in my presence 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 (Bigshare Services Private Limited) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found defective or the member had already done the voting through e-voting platform have been treated as invalid and record for the same was maintained.
- D. The result of the Poll is as under:

1. Resolution Item No. 1 : Ordinary Resolution

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors

I. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	5767	100%



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	3961

2. Resolution Item No. 2 : Ordinary Resolution

Appointment of a Director in place of Mr. Jayantilal P. Shah (DIN: 00083146) who retires by rotation and being eligible, seeks re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	5767	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	3961

3. Resolution Item No. 3 : Ordinary Resolution

Appointment of a Director in place of Mr. G. C. Sharda (DIN: 06583340) who retires by rotation and being eligible, seeks re-appointment

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

4. Resolution Item No. 4 : Ordinary Resolution

Appointment of the auditors of the company and fix their remuneration

i. Voted In favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

5. Resolution Item No. 5 : Ordinary Resolution

Declare dividend for the Financial Year 2013-14

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

6. Resolution Item No. 6 : Ordinary Resolution

Appointment of Ms. Rajeshree T. Gor (DIN: 06873519) as a Director, whose period of office shall be liable to determination by retirement of Directors by rotation

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

7. Resolution Item No. 7 : Ordinary Resolution

Reappointment of Mr. Bipin N. Shah (DIN: 00083244) as Managing Director of the Company for a period of five years with effect from 01st April, 2014

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

8. Resolution Item No. 8 : Ordinary Resolution

Appointment of Mr. Girikrishna Maniar, Cost Auditor (Fellow Membership No. 8202) for the Financial Year 2014-2015.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
NIL	NIL	NIL

iii. Invalid votes :

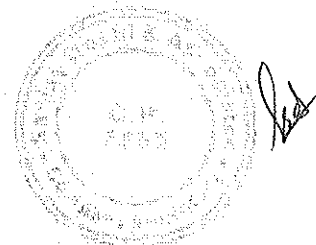
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

9. Resolution Item No. 9 : Ordinary Resolution

Appointment of Mr. Arun Todarwal, Director (DIN: 00020916) as an Independent Director of the Company up to 31st March, 2019.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

10. Resolution Item No. 10 : Ordinary Resolution

Appoint Mr. Jasvantlal G. Shah, Director (DIN: 00372600) as an Independent Director of the Company up to 31st March, 2019

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

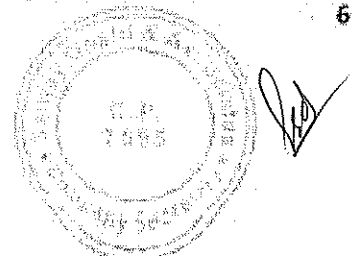
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

11. Resolution Item No. 11 : Ordinary Resolution

Appoint Mr. Dilip G Shah, Director (DIN: 01989812) as an Independent Director of the Company up to 31st March, 2019.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

12. Resolution Item No. 12 : Ordinary Resolution

Appoint Mr. Sandeep Joshi, Director (DIN: 00516409) as an Independent Director of the Company up to 31st March, 2019.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2932	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

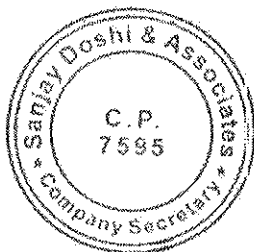
iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6796

Thanking you,
Yours faithfully,

S.R. Doshi

Sanjay Doshi
Company Secretary
C.P. No.: 7595
M. No.: F4171



Place: Mumbai
Date: 12th September, 2014

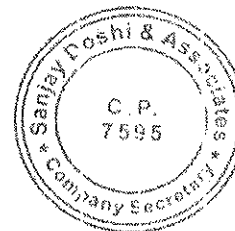
Combined Report of Scrutinizer on E-voting and Poll

To,
The Chairman of 54th Annual General Meeting of Shareholders of Anuh Pharma Limited (hereinafter referred to as the "Company"), held on Friday, 12th September, 2014 at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Dear Sir,

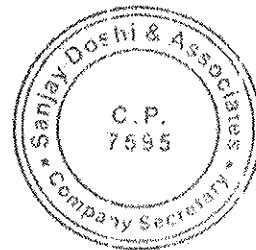
I, Sanjay Doshi, Practicing Company Secretary, was appointed as Scrutinizer to conduct the voting by way of electronic means and to scrutinize the poll process and voting on poll under the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Chapter VII Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Chapter VII Rule 21(2) of the Companies (Management and Administration) Rules, 2014 respectively at the 54th Annual General Meeting (AGM) of the Company held on Friday, 12th September, 2014 at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018

- a) A separate Scrutinizer's Report on electronic voting dated 10th September, 2014 has already been issued by me to the Company.
- b) I, as Scrutinizer, appointed by the Chairman, have also separately issued Scrutinizer's Report dated 12th September, 2014 on the voting by the shareholders of the Company through Poll at the AGM of the Company held on Friday, 12th September, 2014 at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018
- c) The shareholding details mentioned in the combined report are based on the details provided by the Company/ Registrar and Transfer Agents i.e. (M/s. Bigshare Services Pvt Ltd) of the Company.
- d) I am requested by the management to submit a combined report on the voting by shareholders through electronic voting (e-voting) and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results of e-voting together with that of Poll as under.



1

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos. of Shares	% of total number of valid votes cast(favour and against)	Nos. of Shares	% of total number of valid votes cast(favour and against)	
Item No. 1 of the Notice (As an Ordinary Resolution)	6019458	100%	NIL	NIL	3961
Item No. 2 of the Notice (As an Ordinary Resolution)	6019458	100%	NIL	NIL	3961
Item No. 3 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 4 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 5 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 6 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796



Item No. 7 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 8 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 9 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 10 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796
Item No. 11 of the Notice (As an Ordinary Resolution)	6016608	99.99%	15	0.001%	6796
Item No. 12 of the Notice (As an Ordinary Resolution)	6016623	100%	NIL	NIL	6796

Thanking you,
Yours faithfully,

For Sanjay Doshi & Associates
Company Secretaries

S.R. Doshi

Sanjay Doshi
Proprietor
C.P. No.: 7595
M. No. F 4171
Place: Mumbai
Date: 12th September, 2014

