

Ref: \_\_\_\_\_

**Report of Scrutinizer in Respect of Postal Ballot Process**

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

To,  
The Chairman  
**JENBURKT PHARMACEUTICALS LIMITED**  
Nirmala Apartments,  
93, J. P. Road,  
Andheri (West), Mumbai- 400 058

Dear Sir,

**SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of Jenburkt Pharmaceuticals Limited ('the Company') has vide resolution passed on 18<sup>th</sup> February, 2015, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the notice dated 18<sup>th</sup> February, 2015:

- To adopt a new set of Articles of Association of the Company in conformity with the Companies Act, 2013;
- To approve Creation of charges/ mortgages on the properties of the Company, both present and future, in respect of borrowing;
- To approve borrowing limits of the Company;
- To approve giving any loan, guarantee, providing securities or making investment of the funds of the Company;
- To appoint Shri Ashish U. Bhuta as the Chairman and Managing Director of the Company and payment of his remuneration in conformity with the Companies Act, 2013.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.



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I, Nilesh G. Shah, was appointed as a Scrutinizer by Jenburkt Pharmaceuticals Limited at the Board Meeting held on 27<sup>th</sup> January, 2015 for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

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 postal ballot and electronic means on the resolutions contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services Limited ('CDSL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 18<sup>th</sup> February, 2015 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was dispatched to all the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 06<sup>th</sup> February, 2015 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting of vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to 06.00 p.m. on Tuesday, 24<sup>th</sup> March, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from Saturday, 21<sup>st</sup> February, 2015 at 10.00 a.m. up to Tuesday, 24<sup>th</sup> March, 2015 till 6.00 p.m.



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6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of CDSL.
8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:

**Resolution No: 1: To adopt a new set of Articles of Association of the Company in conformity with the Companies Act, 2013 (Special Resolution):**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	99	1329734	99.88
Voting Through Electronic Means	15	602310	100
<b>Total</b>	<b>114</b>	<b>1932044</b>	<b>99.92</b>

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	04	1590	0.12
Voting Through Electronic Means	0	0	0
<b>Total</b>	<b>04</b>	<b>1590</b>	<b>0.08</b>



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**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	14	14704
Voting Through Electronic Means	0	0
<b>Total</b>	<b>14</b>	<b>14704</b>

**Resolution No: 2: To approve Creation of charges/ mortgages on the properties of the Company, both present and future, in respect of borrowing (Special Resolution):**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	94	1328959	99.87
Voting Through Electronic Means	13	602145	99.97
<b>Total</b>	<b>107</b>	<b>1931104</b>	<b>99.90</b>

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	06	1765	0.13
Voting Through Electronic Means	02	165	0.03
<b>Total</b>	<b>08</b>	<b>1930</b>	<b>0.10</b>



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**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	17	15304
Voting Through Electronic Means	0	0
<b>Total</b>	<b>17</b>	<b>15304</b>

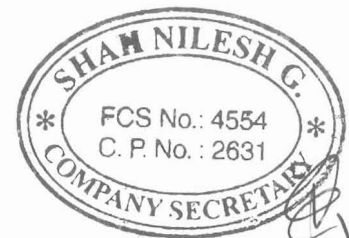
**Resolution No: 3: To approve borrowing limits of the Company (Special Resolution):**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	93	1329045	99.87
Voting Through Electronic Means	15	602310	100
<b>Total</b>	<b>108</b>	<b>1931355</b>	<b>99.91</b>

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	07	1679	0.13
Voting Through Electronic Means	0	0	0
<b>Total</b>	<b>07</b>	<b>1679</b>	<b>0.09</b>



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**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	17	15304
Voting Through Electronic Means	0	0
<b>Total</b>	<b>17</b>	<b>15304</b>

**Resolution No: 4: To approve giving any loan, guarantee, providing securities or making investment of the funds of the Company (Special Resolution):**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	91	1328720	99.86
Voting Through Electronic Means	14	602290	99.99
<b>Total</b>	<b>105</b>	<b>1931010</b>	<b>99.90</b>

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	08	1904	0.14
Voting Through Electronic Means	01	20	0.01
<b>Total</b>	<b>09</b>	<b>1924</b>	<b>0.10</b>



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**(iii) Invalid Votes:**

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	18	15404
Voting Through Electronic Means	0	0
<b>Total</b>	<b>18</b>	<b>15404</b>

**Resolution No: 5: To appoint Shri Ashish U. Bhuta as the Chairman and Managing Director of the Company and payment of his remuneration in conformity with the Companies Act, 2013 (Special Resolution):**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	87	437886	99.58
Voting Through Electronic Means	10	1751	92.35
<b>Total</b>	<b>99</b>	<b>439637</b>	<b>99.55</b>

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	09	1829	0.42
Voting Through Electronic Means	02	145	7.65
<b>Total</b>	<b>11</b>	<b>1974</b>	<b>0.45</b>



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**(iii) Invalid Votes:**

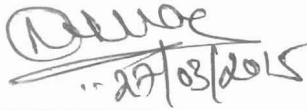
Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	21	906313
Voting Through Electronic Means	03	600414
<b>Total</b>	<b>24</b>	<b>1506727</b>

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

**Recommendation:**

The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

  
28/03/2015

Nilesh G. Shah  
Practicing Company Secretaries  
Membership No. : FCS 4554  
CP No. 2631



Place: Mumbai

Dated: 28/03/2015