



Aarey

DRUGS & PHARMACEUTICALS LTD.

**MANUFACTURERS OF BULK DRUGS &
DEALERS OF CHEMICALS & SOLVENTS**

CIN No.: L99999MH1990PLC056538

H. O. : 107,204, SAHAKAR BHAVAN, 340 / 48, N. N. STREET, MASJID BUNDER, MUMBAI - 400 009. ☎ : (022) 66312997 / 98 / 99 Fax : 66313166 E-mail : info@aareydrugs.com
REGD. OFFICE & FACTORY : E - 34, M.I.D.C., TARAPUR, BOISAR, DIST.: PALGHAR - 401 506. ☎ : (02525) 652165 E-mail : works@aareydrugs.com Web : www.aareydrugs.com

Date: 1st February, 2018

To,
Department of Corporate Services,
Bombay Stock Exchange,
1st Floor, P.J.Towers,
Dalal Street, Fort,
Mumbai – 400001

Dear Sir,

Sub: Declaration of Results of Postal Ballot and Evoting.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 21 of Companies (Management & Administration) Rules, 2014 approval of the Members of the Company was sought by means of Postal Ballot through postal Ballot- forms. The Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Postal Ballot.

The Board of Directors had appointed Mr. Virendra Bhatt, Practicing Company Secretary as the Scrutinizer for e-voting and voting through Postal Ballot Forms. The Scrutinizer has carried out the scrutiny of all the postal Ballot forms and electronic votes received up to the close of working hours on 30th January, 2018 and submitted his Result on 1st February, 2018.

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on Scrutinizer's Report, we enclose the details of the voting results in the prescribed format along with Scrutinizer's Report.

Based on the Report of the Scrutinizer, the Resolution as set out in the Notice of Postal Ballot have been duly approved by the Shareholders with requisite majority.

The above are also uploaded on the Company's website.

Kindly take record of the above.

Thanking You,

For Aarey Drugs and Pharmaceuticals Limited

Company Secretary / Compliance Officer

Sweete Poddar



**ANNOUNCEMENT OF RESULTS OF ELECTRONIC VOTING AND POSTAL
BALLOT**

Record date of Postal Ballot	22 nd December, 2017
Total Number of shareholders on record date	8316
No. of shareholders voted through Postal Ballot or evoting	
Promoter & Promoter Grp	7
Public Institutions	-
Public Others	90

Item 1	Special Resolution -Issue of Equity Shares through Qualified Institutions Placement.	No. of shares voted in favour of the resolution	% of shares voted in favour of the resolution	No. of shares voted against of the resolution	% of shares voted against of the resolution
Promoter and Promoter Group	Evoting	10657552	100%	-	-
	Postal Ballot	-	-	-	-
Public Institutions	Evoting	-	-	-	-
	Postal Ballot	-	-	-	-
Public Others	Evoting	542511	99.99%	3	0.01%
	Postal Ballot	5457	100%	-	-



Item 2	Special Resolution - Preferential Allotment of warrants convertible into equal number of Equity shares to Promoters.	No. of shares voted in favour of the resolution	% of shares voted in favour of the resolution	No. of shares voted against of the resolution	% of shares voted against of the resolution
Promoter and Promoter Group	Evoting	10657552	100%	-	-
	Postal Ballot	-	-	-	-
Public Institutions	Evoting	-	-	-	-
	Postal Ballot	-	-	-	-
Public Others	Evoting	542511	99.99%	3	0.01%
	Postal Ballot	5457	100%	-	-

Item 3	Special Resolution - supersession of the earlier resolution to cancel the sub-division of the Equity Shares of the Company from face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each.	No. of shares voted in favour of the resolution	% of shares voted in favour of the resolution	No. of shares voted against of the resolution	% of shares voted against of the resolution
Promoter and Promoter Group	Evoting	10657552	100%	-	-
	Postal Ballot	-	-	-	-
Public Institutions	Evoting	-	-	-	-
	Postal Ballot	-	-	-	-
Public Others	Evoting	542511	99.99%	3	0.01%
	Postal Ballot	5457	100%	-	-



Virendra G. Bhatt

Company Secretary

Office :

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Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.
Tel. : 022 - 2652 9367
Mobile : +91 - 98200 48670
e-mail : bhattivirendra1945@yahoo.co.in

Date: 31st January, 2018

To,
The Chairman
Aarey Drugs and Pharmaceuticals Limited
E34, M.I.D.C, Tarapur, Boisar,
Thane: 401 506.

Subject: Scrutinizer's Report under Sections 108 and 110 of the Companies Act, 2013 for voting by Equity Shareholders through Postal Ballot & Remote e-voting.

The Board of Directors of Aarey Drugs And Pharmaceuticals Limited (hereinafter referred to as the 'Company') at its meeting held on 15th December, 2017 had appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting ('e-voting') pursuant to Sections 108 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), for the Resolution(s) in respect of the matter(s) as set out in the Notice of Postal Ballot proposed to be transacted by way of postal ballot / e-voting.

Report on Scrutiny

- The Company had appointed Central Depository Services Limited ('CDSL') as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website www.evotingindia.com.
- Link Intime India Private Limited is the Registrar and Transfer Agents of the Company.
- The cut-off date for determining members for the dispatch of the Notice of Postal Ballot was 22nd December, 2017 (Physical & E-mail) and as on that date, there were 8316 members of the Company. The Company had sent the Notice of Postal Ballot along with Postal Ballot Form and e-voting details by E-mail to 5645 Equity Shareholders cases whose E-mail ID were registered with the Company/RTA. In respect of 2671 cases, the Company had sent Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid postage in physical form by speed post / Registered post on case to case basis. The Company has send the postal ballot Notice/ Ballot Papers to the



970 shareholders via speed post were returned back due to change in address /incorrect data.

- The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 29th December, 2017.
- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions placed for approval of the members was 22nd December, 2017.
- The remote e-voting facility was kept open from 1st January, 2018 (10:00 a.m.) to 30th January, 2018 (5:00 p.m.).
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in 'The Financial Express' in English language having country-wide circulation dated December 31, 2017 and in 'Apla Mahanagar, in Marathi language dated December 31, 2017. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Tuesday 30th January, 2018 after 5.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Tuesday, 30th January, 2018, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All votes cast on CDSL remote e-voting platform up to 5.00 p.m. on Tuesday, 30th January, 2018 were considered for my scrutiny.
- The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.



The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under:

Details	Remote E-voting	Postal Ballot	Total voting
Number of members who cast their votes	64	33	97
Total number of shares held by them	11200066	6032	11206098
Valid votes	As per details provided in the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolution(s) are calculated based on the valid votes cast through remote e-voting and physical postal ballot.

1) Item of the Notice (As a Special Resolution)

Issue of equity shares through Qualified institutions Placement

Manner of Voting	Total Votes	Invalid / Not Voted Nos.	Valid Votes Nos.	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Percentage	Nos.	Percentage
E-Voting	11200066	0	11200066	11200063	-	3	-
Postal Ballot	6032	575	5457	5457	-	0	-
Total	11206098	575	11205523	11205520	99.99	3	0.01

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item of Notice - As per Annexure A



2) Item of the Notice (As a Special Resolution)

Preferential Allotment of warrants convertible into equal number of Equity Shares to promoters

Manner of Voting	Total Votes	Invalid / Not Voted Nos.	Valid Votes Nos.	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	11200066	0	11200066	11199422	-	644	-
Postal Ballot	6032	275	5757	5637	-	120	-
Total	11206098	275	11205823	11205059	99.99	764	0.01

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item of Notice - As per Annexure B

3) Item of the Notice (As a Special Resolution)

In supersession of the earlier resolution passed by the members in the Annual General Meeting of the company held on 29th September 2017, the consent of the company be and is here by accorded to cancel the sub-division of the Equity Shares of the company from face value of Rs.10/-(Rupees Ten Only) each into 10(Ten) Equity Shares having a face value of Re. 1/- (Rupee One Only) each.

Manner of Voting	Total Votes	Invalid / Not Voted Nos.	Valid Votes Nos.	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	11200066	0	11200066	11199241	-	825	-
Postal Ballot	6032	255	5777	5637	-	140	-
Total	11206098	255	11205843	11204878	99.99	965	0.01

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item of Notice - As per Annexure C

The Resolution mentioned in the Notice as per the details given above stand passed unanimously under remote e-voting and voting conducted by postal ballot.



I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical Postal Ballot are under my safe custody and will be handed to the Company Secretary for safe keeping.

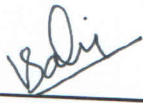
Thanking You,
Yours Faithfully



Virendra Bhatt
ACS- 1157
COP-124

Date: 31st January, 2018
Place: Mumbai

Witnesses:



Vishwas Y. Salvi



Dolly B. Malaviya

Countersigned and received the Report
For Aarey Drugs and Pharmaceuticals Limited

Chairman

Date: 31th January, 2018
Place: Mumbai

Aarey Drugs And Pharmaceuticals Limited

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	11657552	10657552	-	10657552	0	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		10657552	91.42	10657552	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	8427132	542514	-	542511	3	-	-
	Postal Ballot		6032	-	5457	0	-	-
	Total		548546	6.51	547968	3	99.99	0.01
Total		20084684	11206098	55.79	11205520	3	99.99	0.01



Aarey Drugs And Pharmaceuticals Limited

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	11657552	10657552	-	10657552	0	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		10657552	91.42	10657552	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	8427132	542514	-	541870	644	-	-
	Postal Ballot		5757	-	5637	120	-	-
	Total		548271	6.51	547507	764	99.86	0.14
Total		20084684	11205823	55.79	11205059	764	99.99	0.01



Aarey Drugs And Pharmaceuticals Limited

Resolution Required :			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	11657552	10657552	-	10657552	0	100	-
	Postal Ballot		-	-	-	-	-	-
	Total		10657552	91.42	10657552	0	100	0
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting	8427132	542514	-	541689	825	-	-
	Postal Ballot		5777	-	5637	140	-	-
	Total		548291	6.51	547326	965	99.99	0.01
Total		20084684	11205843	55.79	11204878	965	99.99	0.01