



Innovating for
affordable healthcare

Shilpa Medicare Limited

Corporate & Admin Office:

"Shilpa House", # 12-6-214/A-1, Hyderabad Road,
Raichur – 584 135, Karnataka, India
Tel: +91-8532-238704, Fax: +91-8532-238876
Email: info@vbshilpa.com, Web: www.vbshilpa.com
CIN: L85110KA1987PLC008739

Date: 30 September 2022

To
BSE Limited
Phiroze, Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

To
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Sub: Voting Results and Scrutinizer Report of 35th Annual General Meeting as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: SCRIP CODE: SHILPAMED & SECURITY CODE: 530549

Dear Sir/Ma'am,

We wish to inform you that the 35th Annual General Meeting (AGM) of the Company and the business mentioned in the Notice convening the AGM were transacted.

In this regard, please find enclosed the following;

1. Submission of voting results in compliance with the provisions of regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Submission of Report of Scrutinizer dated 28th September, 2022 in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

This is for your information and record.

Thanking you
Yours sincerely

For Shilpa Medicare Limited

Ritu Tiwary
Company Secretary & Compliance officer

Report of Scrutinizer

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

To,
Mr Omprakash Inani
Chairman
Shilpa Medicare Limited
12-6-214/A1, Hyderabad Road,
Raichur Karnataka- 584135

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for the 35th Annual General Meeting of Shilpa Medicare Limited held on Wednesday, September 28, 2022, at 11.30 a.m. (IST) through video conferencing ('VC') / other audio-visual means ('OAVM').

I, Ajay Naga Chowdary Vemuri, of VCAN & Associates, Company Secretaries, Hyderabad have been appointed as Scrutinizer by the Board of Directors of Shilpa Medicare Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing the remote e-voting and electronic voting (e-voting) at the Annual General Meeting (hereinafter referred to as "AGM") of the Company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulation, and the Secretarial Standards on General Meetings, on the below mentioned resolution(s) as provided in the notice of the 35th AGM of the members of the Company, held on Wednesday, September 28, 2022 at 11.30 A.M. IST through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility and also for ascertaining the requisite majority for the resolutions proposed therein.

The Management of the Company is responsible for ensuring compliance with the Act's requirements and the Rules, including MCA Circulars and SEBI Listing Regulations relating to remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 35th AGM of the members of the company. Our responsibility as a Scrutinizer is to ensure that the remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a consolidated scrutiniser's report on the votes cast "IN FAVOUR" or "AGAINST" the resolutions contained in the Notice of the 35th AGM of the members of the Company.

The Company has engaged the services of M/s. Kfin Technologies Limited (hereinafter referred to as “Kfin”) for voting by electronic means (both for remote e-voting and e-voting at the AGM).

In accordance with the Notice of the 35th AGM sent to the members and the 'Advertisement' published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the remote e-voting period was open from 09.00 AM IST on Saturday, September 24, 2022, and was closed at 5.00 PM IST on Tuesday, September 27, 2022. Members holding shares as on Tuesday, September 20, 2022, the "cut-off date", were entitled to vote on the resolution stated in the Notice of the 35th AGM of the Company.

The voting at the AGM was allowed by using an electronic voting system on the resolutions on which the voting was to be held. The said voting system was provided to all those members who attended the AGM through VC/OAVM but have not cast their votes by availing of the remote e-voting facility. As per the information provided by Kfin, the name of the members who had already voted through the remote e-voting facility was blocked from voting at the AGM. After the conclusion of the voting at the AGM, the votes cast thereat were downloaded from the website evoting.kfintech.com. Thereafter, the votes on remote e-voting were unblocked on Wednesday, September 28, 2022, at 12.12 PM IST, in the presence of two witnesses who were not employees of the Company and the e-voting results/list of members who have voted for and against were downloaded from the e-voting website of CDSL.

This report gives the combined results of the remote e-voting and e-voting at the AGM as 'Annexure-I'. Based on combined results, we report that all the resolutions as per the Notice of the 35th AGM of the Company stand passed with the requisite majority.

The electronic data and all other relevant records relating to the remote e-voting and e-voting at the AGM are under my safe custody until the Chairman approves and signs the Minutes of the 35th AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

For VCAN & Associates
Practising Company Secretaries

AJAY NAGA
CHOWDARY
VEMURI

Digitally signed by AJAY
NAGA CHOWDARY VEMURI
Date: 2022.09.28 18:45:13
+05'30'

Ajay Naga Chowdary Vemuri
Partner

M. No: F11106; C.P. No: 15460
UDIN: F011106D001068206

Place: Hyderabad

Date: September 30, 2022



Resolution No.1: To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2022, together with the report of Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	146	44857202	98.35
E-Voting (During AGM)	7	716297	1.57
Total	153	45573499	99.92

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	5	7455	0.02
E-Voting (During AGM)	-	-	-
Total	5	7455	0.02

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	1	21329
E-Voting (During AGM)	-	-
Total	1	21329

Resolution No.2: To declare Dividend of ₹ 1.10/- per Equity Shares for the financial year ended 31 March 2022

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	148	44879583	98.39
E-Voting (During AGM)	7	716297	1.57
Total	155	45595880	99.99

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	3	6403	0.01
E-Voting (During AGM)	-	-	-
Total	3	6403	0.01

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast by them	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.3: To appoint a director in place of Mr Omprakash Inani (DIN:03101385), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	137	44840783	98.31
E-Voting (During AGM)	7	716297	1.57
Total	144	45557080	99.88

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	15	45203	0.10
E-Voting (During AGM)	-	-	-
Total	15	45203	0.10

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.4: To appoint Statutory Auditors and authorize the board of directors to fix their remuneration

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	140	44012469	96.49
E-Voting (During AGM)	7	716297	1.57
Total	147	44728766	98.06

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	11	873517	1.92
E-Voting (During AGM)	-	-	-
Total	11	873517	1.92

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.5: Ratification of remuneration of Cost Auditors

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	142	44031397	96.53
E-Voting (During AGM)	7	716297	1.57
Total	149	44747694	98.10

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	9	854589	1.87
E-Voting (During AGM)	-	-	-
Total	9	854589	1.87

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.6: Re-appointment of Mr Sharath Reddy Kalakota (DIN: 03603460) as a Whole Time Director

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	139	44011230	96.49
E-Voting (During AGM)	7	716297	1.57
Total	146	44727527	98.06

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	12	874756	1.92
E-Voting (During AGM)	-	-	-
Total	12	874756	1.92

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.7: Appointment of Dr Kamal K Sharma (DIN: 00209430) as an Independent Director of the Company

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	143	44877156	98.39
E-Voting (During AGM)	7	716297	1.57
Total	150	45593453	99.96

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	8	8830	0.02
E-Voting (During AGM)	-	-	-
Total	8	8830	0.02

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.8: Appointment of Dr Anita Bandyopadhyay (DIN No: 08672071) as a Women Independent Director of the Company

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	143	44877156	98.39
E-Voting (During AGM)	7	716297	1.57
Total	150	45593453	99.96

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	8	8830	0.02
E-Voting (During AGM)	-	-	-
Total	8	8830	0.02

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.9: Payment of minimum remuneration to Non-Executive Directors

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	107	43209984	94.73
E-Voting (During AGM)	7	716297	1.57
Total	114	43926281	96.30

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	44	1676002	3.67
E-Voting (During AGM)	-	-	-
Total	44	1676002	3.67

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.10: Payment of remuneration to Mr Hetal Madhukant Gandhi (DIN No: 00106895), Independent Director in excess of remuneration paid to all Non-Executive Directors

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	133	44870823	98.38
E-Voting (During AGM)	7	716297	1.57
Total	140	45587120	99.95

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	18	15163	0.03
E-Voting (During AGM)	-	-	-
Total	18	15163	0.03

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	-
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	-	-
E-Voting (During AGM)	-	-
Total	-	-

Resolution No.11: Appointment of Mr Vishnukant C Bhutada, Managing director of the Company, as a Managing Director of Shilpa Pharma Lifesciences Ltd, a wholly owned subsidiary

i. Voted in favour of the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting*	103	25277476	91.32
E-Voting (During AGM)	7	716297	2.58
Total	110	25993773	93.91

ii. Voted against the resolution:

Particulars of Voting	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	41	1676474	6.06
E-Voting (During AGM)			
Total	41	1676474	6.06

iii. Less voted:

Particulars of Voting	Number of Members Voted	Total Number of votes available	Number of votes cast	Difference
Remote E-Voting	1	41308	31699	9609
E-Voting (During AGM)	-	-	-	
Total	1	41308	31699	9609

iv. Abstain Votes:

Particulars of Voting	Number of Members Abstained	Number of votes by Abstained Members
Remote E-Voting	2	4000000
E-Voting (During AGM)	-	-
Total	2	4000000

13932036 votes polled by certain promoters were not taken in to consideration as being interested and opted to vote out