

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

FORM No. MGT-13

## Report of Scrutinizer

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

To,  
The Chairman  
30<sup>th</sup> Annual / Extraordinary General Meeting of the  
Equity Shareholders of Bliss GVS Pharma Limited  
Held on 16<sup>th</sup> September, 2015 at Hotel the Mirador,  
New Link Road, Andheri (East), Mumbai-400 099

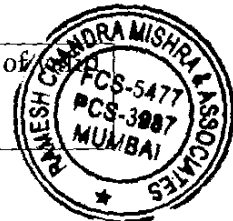
Dear Sir,

I, Mr. Ramesh Chandra Mishra appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bliss GVS Pharma Limited, held on 16<sup>th</sup> September, 2015 at Hotel the Mirador, New Link Road, Andheri (East), Mumbai-400 099, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence-with due identification marks placed by me.
2. The locked ballot boxes were 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 and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the Poll is as under:
  - a) Resolution No. 1: Adopted of Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015 and also Adopted of Consolidated Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in	Number of votes cast by them	% of total number of votes cast
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6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
E-MAIL:sumitamgmt@gmail.com; TEL: 022-22037538/91 9029000295

*Ramesh*

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person or by proxy)		
74	49390566	100%

(ii) Voted in 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	Number of votes cast by them
1	3

b) Resolution No.2: Declaration of Dividend

(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
74	49390566	100%

(ii) Voted in 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



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NIL	NIL	NIL
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(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3

c) Resolution No. 3: Re-appointed Mr. Gautam Ashra who retires by rotation.

(i) Voted in favour of the resolution:

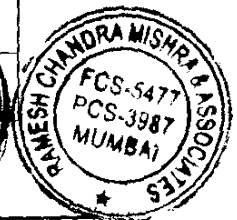
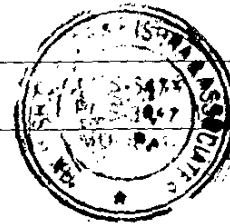
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
74	49390566	100%

(ii) Voted in 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	Number of votes cast by them
1	3



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d) Resolution No. 4: Ratified the appointment of M/s. B.K.Khare & Co. as a Statutory Auditors and to 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
74	49390566	100%

(ii) Voted in 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

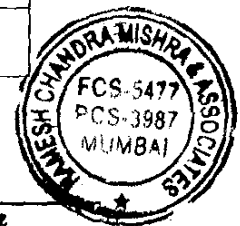
(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3

e) Resolution No. 5: Ratified the appointment of Mr. S.R.Vaidya as an Independent Director:

(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
74	49390566	100%



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(ii) Voted in 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	Number of votes cast by them
1	3

f) Resolution No. 6: Ratified the appointment of Mr. Mayank Mehta as an Independent Director.

(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
74	49390566	100%

(ii) Voted in 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:

*Ramesh*



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Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3

5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

Place: Mumbai

For Ramesh Chandra Mishra & Associates

Date: 18/09/2015



Ramesh Mishra  
Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

## SCRUTINIZER'S REPORT ON E-VOTING

To  
The Chairman  
Bliss GVS Pharma Limited  
Mumbai

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the Stock Exchange and submission of Scrutinizer's Report**

I, Mr. Ramesh Chandra Mishra, a Company Secretary in Practice, have been appointed by the Board of Directors of **Bliss GVS Pharma Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on Wednesday, 16<sup>th</sup> September, 2015 at Hotel the Mirador, New Link Road, Andheri (East), Mumbai-400 099.

The AGM Report containing the notice dated 29<sup>th</sup> May, 2015 convening the Annual General Meeting of the company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Company Rules, 2014, as amended from time to time. My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform 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:

6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
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# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

1. The e-voting period remained open from Sunday, 13<sup>th</sup> September, 2015 (9.00 a.m.) to Tuesday, 15<sup>th</sup> September, 2015 (5.00 p.m.).
2. The members of the Company as on cut-off date i.e. Wednesday, 09<sup>th</sup> September, 2015 were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast were unblocked on 16<sup>th</sup> September, 2015 in the presence of two witnesses, Mr. Loknath Mishra and Ms. Aditi Bhatt, who are not in the employment of the Company.
4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services(India)Limited i.e. (<https://www.evotingindia.com/>)
5. Based on such e-voting records received, I hereby report as under:

Resolution No: 1

Nature of  
Resolution Ordinary Resolution

Subject Matter Adopted of Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015 and also Adopted of Consolidated Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	4503751	(4.37%)	NIL	

Resolution No: 2

Nature of  
Resolution Ordinary Resolution

Subject Matter Declaration of Dividend





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	4503751	(4.37%)	NIL	

Resolution No: 3

Nature of  
Resolution Ordinary Resolution

Subject Matter Re-appointed Mr. Gautam Ashra who retires by rotation.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	4503751	(4.37%)	NIL	

Resolution No: 4

Nature of  
Resolution Ordinary Resolution

Subject Matter Ratified the appointment of M/s. B.K.Khare & Co. as a Statutory Auditors and to fix their remuneration.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	4503751	(4.37%)	NIL	

Resolution No: 5

Nature of  
Resolution Ordinary Resolution

Subject Matter Ratified the appointment of Mr. S.R.Vaidya as an Independent Director.

6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES (E), MUMBAI 400002  
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# RAMESH CHANDRA MISHRA & ASSOCIATES

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Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	4503751 (4.37%)		NIL	

Resolution No: 6

Nature of  
Resolution Ordinary Resolution

Subject Matter Ratified the appointment of Mr. Mayank Mehta as an Independent Director.

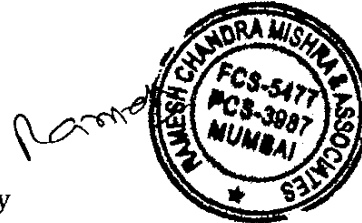
Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	4503751 (4.37%)		NIL	

Place: Mumbai

For Ramesh Chandra Mishra & Associates

Date: 18/09/2015

Ramesh Mishra  
Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987



# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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## Consolidated Report of Scrutinizer on Remote E-Voting and Voting Through Polling Paper

[Pursuant to section 108 and 109 of Companies Act 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules 2014 and Rule 20 as substituted by the Companies (Management and administration) amendment rules, 2015]

To,  
The Chairman  
Bliss GVS Pharma Limited  
102 Hyde Park,  
Saki Vihar Road  
Andheri East  
Mumbai 400072

Dear Sir,

1. I, Mr. Ramesh Chandra Mishra, a Company Secretary in Practice, have been appointed by the Board of Directors of Bliss GVS Pharma Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on Wednesday, 16<sup>th</sup> September, 2015 at Hotel the Mirador, New Link Road, Andheri (East), Mumbai-400 099.
2. The Company has also provided the facility of voting through polling paper to the member present at the Annual General meeting and who has not casted their vote through the remote e-voting.
3. The Company has engaged the Central Depository Services Limited (CDSL) as the authorized agency to provide system for e-voting process.
4. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to voting through electronic means on the resolution containing the notice of the Annual General Meeting of the Company. My responsibility as a Scrutinizer is restricted to make the Scrutinizer Report of the votes cast in "favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited and the polling papers received from the members at the AGM.

The results of the poll and for E Voting conducted for the Annual General Meeting are as under:-



*Ramesh*

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter: Adopted of Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015 and also Adopted of Consolidated Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	74	4,93,90,566	NIL	NIL	3
By E Voting	11	45,03,751	NIL	NIL	NIL
Total	85	5,38,94,317	NIL	NIL	NIL

Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter: Declaration of Dividend

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	74	4,93,90,566	NIL	NIL	3
By E Voting	11	45,03,751	NIL	NIL	NIL
Total	85	5,38,94,317	NIL	NIL	NIL

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter: Re-appointed Mr. Gautam Ashra who retires by rotation.

*Ramesh*



# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	74	4,93,90,566	NIL	NIL	3
By E Voting	11	45,03,751	NIL	NIL	NIL
Total	85	5,38,94,317	NIL	NIL	NIL

Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter : Ratified the appointment of M/s. B.K.Khare & Co. as a Statutory Auditors and to fix their remuneration.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	74	4,93,90,566	NIL	NIL	3
By E Voting	11	45,03,751	NIL	NIL	NIL
Total	85	5,38,94,317	NIL	NIL	NIL

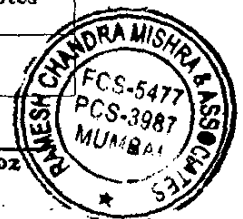
Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter : Ratified the appointment of Mr. S.R.Vaidya as an Independent Director

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	

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	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	74	4,93,90,566	NIL	NIL	3
By E Voting	11	45,03,751	NIL	NIL	NIL
Total	85	5,38,94,317	NIL	NIL	NIL

Resolution No: 6

Nature of Resolution: Ordinary Resolution

Subject Matter: Ratified the appointment of Mr. Mayank Mehta as an Independent Director.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	74	4,93,90,566	NIL	NIL	3
By E Voting	11	45,03,751	NIL	NIL	NIL
Total	85	5,38,94,317	NIL	NIL	NIL

Based on the abovementioned details, the Resolutions No. 1 to 6 were passed with majority at the Annual General Meeting of the company by way of poll and e- voting.

Place: Mumbai  
Date: 18/09/2015

For Ramesh Chandra Mishra & Associates

Ramesh Mishra  
Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987

