Corporate Office : Mahendra Industrial Estate,
Plot No. 109-D, Road No. 29, Sion (East),
Mumbai - 400 022. (India)
Tel.: 022-2407 2249 / 2401 9025 (30 Lines)
Fax : 022-2407 3462 / 2407 0144
Email : admin@aartidrugs.com
Website : www.aartidrugs.com
CIN NO : L37060MH1984PLC055433

Aarti Drugs Limited

Manufacturers of : Bulk Drugs & Chemicals

Ref. No : ADL/SE/2-M/2015
Date : 13th March, 2015

To, The Department of Corporate Services BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. SCRIP CODE: 524348	To, The Secretary The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. SYMBOL: AARTIDRUGS

Dear Sir/Madam,

Sub: Result of Postal ballot and E-voting.

The Company has conducted voting by Postal Ballot and E-voting pursuant to Postal Ballot Notice seeking assent or dissent of the members of the company on Resolutions pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) for the following matters:

1. Special Resolution to create charge on assets/undertakings u/s. 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company;

2. Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013;

3. Ordinary Resolution for Appointment of CA Navin C. Shah as an Independent Director up to 31st March, 2019;

4. Ordinary Resolution for Appointment of CA Priti P. Savla as an Independent Director up to 31st March, 2019;

5. Ordinary Resolution to Increase the Authorized Share Capital of the Company;

6. Ordinary Resolution for Alteration of the Capital Clause V of the Memorandum of Association; and

7. Ordinary Resolution to Approve the issue of bonus equity shares by capitalization of reserves and surplus including securities premium account.;

CS Sunil M. Dedhia, Practicing Company Secretary, being the scrutinizer appointed by the Board of Directors, has submitted his report dated 13th March, 2015 to Shri Prakash M. Patil, Chairman and Managing Director of the Company.

Aarti Drugs Limited
Manufacturers of : Bulk Drugs & Chemicals

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Email : admin@aartidrugs.com
Website : www.aartidrugs.com
CIN NO : L37060MH1984PLC055433

According to the report as submitted by the scrutinizer, the result of the said Postal Ballot is as under:

Mode of Voting	Postal Ballot/e-voting
Date of Postal Ballot Notice	30th January, 2015
Cut off Date for reckoning voting right	4th February, 2015
Date of Dispatch of notice	10th February, 2015
Total No. of Shareholder on cut off date	9794

Results of the voting conducted by way of Postal Ballot & E-voting ordered by the Chairman are given in the **Annexure** annexed hereto.

Please take the above on your record.

Thanking You,

Yours Sincerely,
For **AARTI DRUGS LIMITED**

SUNNY D. PAGARE
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl: Annexure

ANNEXURE

Result of Voting Passed through Postal Ballot & E-Voting on 13.03.2015

ITEM WISE DETAILS:

Resolution 1: Consent under Section 180(1)(a) of the Companies Act, 2013 to secure borrowings of the Company.

Resolution required: Special Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	154413	3.406161	152539	1874	98.786372	1.213628
Total	**12108550**	**4246543**	**35.070615**	**4244669**	**1874**	**99.955870**	**0.044130**

For Aarti Drugs Limited

Company Secretary

Resolution 2 : To adopt new Articles of Association of The Company containing Regulations in Conformity with the Companies Act, 2013.

Resolution required: Special Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	153473	3.385426	152281	1192	99.223316	0.776684
Total	**12108550**	**4245603**	**35.062852**	**4244411**	**1192**	**99.971924**	**0.028076**

Resolution 3: Appointment of CA Navin C. Shah as an Independent Director upto March 31, 2019

Resolution required: Ordinary Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	154663	3.411676	152728	1935	98.748893	1.251107
Total	**12108550**	**4246793**	**35.072680**	**4244858**	**1935**	**99.954436**	**0.045564**

For Aarti Drugs Limited

Company Secretary

Resolution 4: Appointment of CA Priti P. Patil as an Independent Director upto March 31, 2019

Resolution required: Ordinary Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	154140	3.400139	151575	2565	98.335928	1.664072
Total	**12108550**	**4246270**	**35.068361**	**4243705**	**2565**	**99.939594**	**0.060406**

Resolution 5: Increase in the Authorized Share Capital of the Company.

Resolution required: Ordinary Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	154704	3.412580	152409	2295	98.516522	1.483478
Total	**12108550**	**4246834**	**35.073019**	**4244539**	**2295**	**99.945960**	**0.054040**

For Aarti Drugs Limited

Company Secretary

Resolution 6: Alteration of the Capital Clause of the Memorandum of Association.

Resolution required: Ordinary Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	152841	3.371485	151567	1274	99.166454	0.833546
Total	**12108550**	**4244971**	**35.057633**	**4243697**	**1274**	**99.969988**	**0.030012**

Resolution 7: Approval For Issue of Bonus Shares by Capitalization of Reserves/Surplus Including Securities Premium Account.

Resolution required: Ordinary Resolution

Mode of voting: Postal & E-voting.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7360849	3898773	52.966349	3898773	0	100.000000	0.000000
Public – Institutional holders	214357	193357	90.203259	193357	0	100.000000	0.000000
Public-Others	4533344	154905	3.417014	154500	405	99.738549	0.261451
Total	**12108550**	**4247035**	**35.074679**	**4246630**	**405**	**99.990464**	**0.009536**

For Aarti Drugs Limited

Company Secretary

CS Sunil M. Dedhia
B. Com., A.C.A., F.C.S.

Sunil M. Dedhia & Co.
Company Secretaries
402, KamlaDevi Apartment,
N.M.Kale Marg, Agar Bazar,
Dadar(W), Mumbai 400 028
Phone : 24306166
Cell : 98217 59793
E-mail : sunil@sunildedhia.com

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management &Administration) Rules, 2014 and Clause 35B of the Listing Agreement).

Mr. Prakash M. Patil, Chairman,
The Board of Directors
Aarti Drugs Limited
Plot No 198 MIDC Tarapurtal,
Palghar, Village Pamtermbhi,
Dist Thane - 401506

Sub: Scrutinizer's Report on Postal Ballot and E-Voting Process

Dear Sir(s),

The Board of Directors of the Company at its meeting held on 30th January, 2015 has appointed me as the Scrutinizer for conducting the postal ballot voting process and E-voting process for

(1) Special Resolution to create charge on assets/ undertakings u/s. 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company;

(2) Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act , 2013;

(3) Appointment of CA Navin C. Shah as an Independent Director up to 31st March, 2019;

(4) Appointment of CA Priti P. Savla as an Independent Director up to 31st March, 2019;

(5) Increase in the Authorized Share Capital of the Company;

(6) Alteration of the Capital Clause V of the Memorandum of Association; and

(7) Approval for the issue of bonus shares by capitalization of reserves and surplus including securities premium account.

Sunil Dedhia

SUNIL M. DEDHIA ★ CP NO. 2031 MUMBAI ★ COMPANY SECRETARY

I submit my report as under:

1. The Company completed the dispatch of postal ballot forms on February 10, 2015 to its Members whose name(s) appeared on the Register of Members / List of beneficiaries as on 4th February, 2015.
2. Postal Ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.The Company has also provided e-voting facility as an alternative to its members offered by NSDL (National Securities Depository Limited) in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014.
3. The e-voting commenced from Wednesday, 11th February, 2015 (9.00 a.m.) and ended on Thursday, 12th March, 2015 (6.00 p.m.).
4. The particulars of all postal /electronic ballot forms received from the Members have been entered in a separate Register maintained for the purpose.
5. I have downloaded the data of e-voting after the E-voting module was disabled by the National Securities Depository Limited (NSSL) on 12th March, 2015at 6.00 p.m.
6. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's Login on the NSDL e-voting website.
7. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
8. The ballot boxes were opened on 12th March, 2015 at 6.00 pm presence of two (2) witnesses not in the employment of the Company.
9. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 4th February, 2015.
10. The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions of shareholders were matched with the Register of Members of the Company / list of beneficiaries as on 4th February, 2015.
11. All postal ballot forms and e-votes Forms received up to 6.00 pm on Thursday, 12th March, 2015 , the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
12. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to 868.
13. I did not find any defaced or mutilated ballot paper.
14. A Summary of the postal ballot and e-votes forms received is given below:

Sunil Dedhia

SUNIL M. DEDHIA ★ CP NO. 2031 MUMBAI ★ COMPANY SECRETARY

Resolution-1: Special Resolution to create charge on assets/ undertakings u/s. 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received 2. Total e-voting options received	295 135	2678596 3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register) 2. Net E-voting options.	250 133	1106065 3140478	
Total (1+2)	383	4246543	100%
1. Postal ballot forms with assent for the resolution. 2. E-voting Options with assent for the resolution.	242 127	1105408 3139261	
Total (1+2)	369	4244669	99.96%
1. Postal ballot forms with dissent for the resolution 2. E-voting Options with dissent for the resolution	8 6	657 1217	
Total (1+2)	14	1874	0.04%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	7	893	-

Sunil Dedhia

SUNIL M. DEDHIA ★ COMPANY SECRETARY ★ CP NO. 2031 MUMBAI

Resolution-2: Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act , 2013:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received 2. Total e-voting options received	295 135	2678596 3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register) 2. Net E-voting options.	250 133	1106065 3139538	
Total (1+2)	383	4245603	100%
1. Postal ballot forms with assent for the resolution. 2. E-voting Options with assent for the resolution.	244 128	1105590 3138821	
Total (1+2)	372	4244411	99.97%
1. Postal ballot forms with dissent for the resolution 2. E-voting Options with dissent for the resolution	6 5	475 717	
Total (1+2)	11	1192	0.03%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	7	1833	-

Sunil Dedhia

SUNIL M. DEDHIA ★ COMPANY SECRETARY ★ CP NO. 2031 MUMBAI

Resolution-3: Appointment of CA Navin C. Shah as an Independent Director up to 31st March, 2019:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received 2. Total e-voting options received	295 135	2678596 3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register) * 225 Shares Voted less 2. Net E-voting options.	251 132	1106125 3140668	
Total (1+2)	383	4246793	100%
1. Postal ballot forms with assent for the resolution. 2. E-voting Options with assent for the resolution.	244 128	1104900 3139958	
Total (1+2)	372	4244858	99.95%
1. Postal ballot forms with dissent for the resolution 2. E-voting Options with dissent for the resolution	7 4	1225 710	
Total (1+2)	11	1935	0.05%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	7	418	-

Sunil Dedhia

SUNIL M. DEDHIA ★ CP NO. 2031 MUMBAI ★ COMPANY SECRETARY

Resolution-4: Appointment of CA Priti P. Savla as an Independent Director up to 31st March, 2019:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received 2. Total e-voting options received	295 135	2678596 3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register) * 250 Shares voted less 2. Net E-voting options.	250 130	1106003 3140267	
Total (1+2)	380	4246270	100%
1. Postal ballot forms with assent for the resolution. 2. E-voting Options with assent for the resolution.	242 125	1104748 3138957	
Total (1+2)	367	4243705	99.94%
1. Postal ballot forms with dissent for the resolution 2. E-voting Options with dissent for the resolution	8 5	1255 1310	
Total (1+2)	13	2565	0.06%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	10	916	-

Sunil Dedhia

SUNIL M. DEDHIA ★ COMPANY SECRETARY ★ CP NO. 2031 MUMBAI

Resolution-5: Increase in the Authorized Share Capital of the Company:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received	295	2678596	
2. Total e-voting options received	135	3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register) * 185 Shares Voted Less	251	1105876	
2. Net E-voting options.	135	3140958	
Total (1+2)	386	4246834	100%
1. Postal ballot forms with assent for the resolution.	246	1105461	
2. E-voting Options with assent for the resolution.	130	3139078	
Total (1+2)	376	4244539	99.95%
1. Postal ballot forms with dissent for the resolution	5	415	
2. E-voting Options with dissent for the resolution	5	1880	
Total (1+2)	10	2295	0.05%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	4	417	-

Sunil Dedhia

SUNIL M. DEDHIA ★ COMPANY SECRETARY ★ CP NO. 2031 MUMBAI

Resolution 6: Alteration of the Capital Clause V of the Memorandum of Association:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received	295	2678596	
2. Total e-voting options received	135	3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register)	247	1105663	
2. Net E-voting options.	132	3139308	
Total (1+2)	379	4244971	100%
1. Postal ballot forms with assent for the resolution.	238	1105106	
2. E-voting Options with assent for the resolution.	127	3138591	
Total (1+2)	365	4243697	99.97%
1. Postal ballot forms with dissent for the resolution	9	557	
2. E-voting Options with dissent for the resolution	5	717	
Total (1+2)	14	1274	0.03%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	11	2465	-

Sunil Dedhia

SUNIL M. DEDHIA ★ COMPANY SECRETARY ★ CP NO. 2031 MUMBAI

Resolution 7 : Approval for the issue of bonus shares by capitalization of reserves and surplus including securities premium account:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received	295	2678596	
2. Total e-voting options received	135	3140958	
Total (1+2)	430	5819554	
Less: Invalid postal Ballot Forms	40	1572118	
1. Net valid postal Ballot forms (As per register) * 186 Shares Voted Less	252	1106077	
2. Net E-voting options.	135	3140958	
Total (1+2)	387	4247035	100%
1. Postal ballot forms with assent for the resolution.	250	1105777	
2. E-voting Options with assent for the resolution.	133	3140853	
Total (1+2)	383	4246630	99.99%
1. Postal ballot forms with dissent for the resolution	2	300	
2. E-voting Options with dissent for the resolution	2	105	
Total (1+2)	4	405	0.01%
Postal ballot forms with not voted for / against the Resolution.	NIL	NIL	NIL
E-Voting option abstained from voting	3	215	-

15. I have handed over the postal ballot forms and other related papers / Registers and records for safe custody to CS (Mr.) Sunny Pagare, Company Secretary & Compliance Officer of the Company who is authorised by the Board to supervise the postal Ballot process and E-voting process.

16. You may accordingly declare the result of voting by postal Ballot and E-voting.

For **SUNIL M. DEDHIA & CO.**
Company Secretaries

Sunil Dedhia

Sunil M. Dedhia
Proprietor
FCS 3483 C. P. No. 2031
Mumbai, Dated March 13, 2015

