

5th August, 2016

BSE Limited

1st Floor, New Trading Wing,
Rotunda Bldg, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Ltd.,

Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra-Kurla Complex,
Mumbai – 400 051.

Dear Sir / Madam,

Ref: BSE Scrip code – 532979
NSE Symbol – PIRPHYTO

Sub: Outcome of 15th Annual General Meeting of the Shareholders of the Company as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are pleased to report that at the 15th Annual General Meeting ('AGM') of the Shareholders of the Company held on Thursday, 4th August, 2016 at 3:00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chambers Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400020 all the resolutions mentioned in the Notice dated 14th May, 2016 of the AGM, were passed with an overwhelming requisite majority.

In compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the scrutinizer's report alongwith the voting results of the aforesaid meeting.

Yours sincerely,
For Piramal Phytocare Limited



Maneesh Sharma
Company Secretary

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto]

To,

Mr. Gautam Doshi
Chairman of 15th Annual General Meeting
Piramal Phytocare Limited

Dear Sir,

I, Rahul Aggarwal, Associate Advocate, Crawford Bayley & Co., have been authorized to act as the scrutinizer on behalf of Mr. Sanjay Buch, Advocate & Solicitor, Crawford Bayley & Co. who was appointed by the Board of Directors of Piramal Phytocare Limited for the purpose of scrutinizing the remote E- voting and Ballots undertaken at the venue of the 15th Annual General meeting (AGM) held on 4th August, 2016 at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, IMC Marg, Churchgate, Mumbai-400 020 on the resolutions contained in the Notice dated 14th May, 2016 convening the said AGM ('the AGM Notice') and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto. Mr. Sanjay Buch has authorised me to act as scrutinizer on his behalf in view of his inability to attend this meeting owing to a compelling unforeseen matter which requires his presence outside Mumbai.

I, Abhijaat A. Sinha, (Membership No. ACS 13519 / C.P No. 12971) Shareholder and Practicing Company Secretary have been appointed as a scrutinizer for the purpose of scrutinizing the Ballots undertaken at the venue of the 15th AGM held on 4th August, 2016.

Together we present the Scrutinizers' Report.

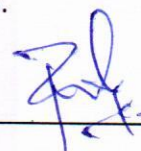
1. The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and Ballot Papers at the AGM on the resolutions contained in the said Notice is the responsibility of the Management. Our responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting to the Chairman of the AGM of Piramal Phytocare Limited on the resolutions based on the reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL), the



agency appointed to provide E- voting facilities and ballot paper provided by Link Intime India Private Limited, R&T Agent.

2. Further to above, we submit our report as under:

- 2.1 The Company had provided the e-voting facility through CDSL's website www.evotingindia.com. The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company and also on CDSL website for perusal by the members.
- 2.2 The AGM Notice sent to the members alongwith the Annual Report of the company (electronically through email and physically through courier/ registered airmail) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
- 2.3 As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of AGM Notice in Free Press Journal(English) and in Mumbai Navshakti(Marathi) on 12th July, 2016.
- 2.4 Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Thursday, 28th July, 2016.
- 2.5 The remote E- voting commenced from 1st August, 2016 (10.00 a.m.) and concluded on 3rd August, 2016 (5.00 p.m.).
- 2.6 At the AGM, the Chairman, after the discussions on all matters included in the said Notice was over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through ballot at the AGM.
- 2.7 Thereafter, on completion of the voting at the venue of the AGM and counting of the votes cast at the meeting, the e-voting summary of the votes cast on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by CDSL.
- 2.8 The votes cast were unblocked in the presence of 2 witnesses, Ms. Ishita Lodaya and Mr. Vishal Panjabi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



- 2.9 The consolidated result of the remote e-voting together with that of Ballot Papers at the venue of the AGM is as under:

Item No. 1- As an Ordinary Resolution:

Adoption of the Audited Financial Statements i.e. Balance Sheet as at and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon

(i) Voted in favour of the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	55	1,49,43,056	99.99
Number of Members voted through Ballots	69	1,96,868	100
Total	124	1,51,39,924	99.99

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	1	5	0.01
Number of Members voted through Ballots	0	0	0.00
Total	1	5	0.01

(iii) Invalid votes:

Mode of Voting	Number of Members whose votes were invalid	Number of Shares held by them
Number of Members voted through remote e-voting	0	0
Number of Members voted through Ballots	6	598
Total	6	598



Item No. 2: As an Ordinary Resolution:

To appoint a Director in place of Dr. Vandana Sonavaria (holding Director Identification Number 07133220), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment

(i) Voted in favour of the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	54	1,49,43,008	99.99
Number of Members voted through Ballots	69	1,96,868	100
Total	123	1,51,39,876	99.99

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	1	5	0.01
Number of Members voted through Ballots	0	0	0.00
Total	1	5	0.01

(iii) Invalid votes:

Mode of Voting	Number of Members whose votes were invalid	Number of Shares held by them
Number of Members voted through remote e-voting	0	0
Number of Members voted through Ballots	6	598
Total	6	598

Item No. 3:As an Ordinary Resolution:

To ratify the appointment of and payment of remuneration to the Statutory Auditors of the Company

(i) Voted in favour of the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	55	1,49,43,056	99.99
Number of Members voted through Ballots	69	1,96,868	100
Total	124	1,51,39,924	99.99

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	1	5	0.01
Number of Members voted through Ballots	0	0	0.00
Total	1	5	0.01

(iii) Invalid votes:

Mode of Voting	Number of Members whose votes were invalid	Number of Shares held by them
Number of Members voted through remote e-voting	0	0
Number of Members voted through Ballots	6	598
Total	6	598

Item No. 4: As a Special Resolution:**Re-appointment of Dr. Ashish Suthar as Manager****(i) Voted in favour of the resolution:**

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	53	1,49,38,008	99.97
Number of Members voted through Ballots	69	1,96,868	100
Total	122	1,51,34,876	99.97

(ii) Voted against the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	2	5,005	0.03
Number of Members voted through Ballots	0	0	0.00
Total	2	5,005	0.03

(iii) Invalid votes:

Mode of Voting	Number of Members whose votes were invalid	Number of Shares held by them
Number of Members voted through remote e-voting	0	0
Number of Members voted through Ballots	6	598
Total	6	598

The results in the format under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as an Annexure.

Based on the foregoing, the Resolution Nos. 1 to 4 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e. 4th August, 2016.

All the relevant records are under my safe custody until the Chairman of the AGM of the Company considers, approves and signs the minutes of the 15th Annual General Meeting and the same shall be handed over thereafter to Mr. Maneesh Sharma, Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,



Rahul Aggarwal
Advocate
Scrutinizer for Remote E-voting
and Ballots at AGM Venue



Abhijaat A. Sinha
Practicing Company Secretary and Shareholder
and Scrutinizer for Ballots at AGM Venue



Countersigned by



Gautam Doshi
Chairman of the 15th AGM of
Piramal Phytocare Limited

Place: Mumbai
Date: 4th August, 2016

Piramal Phytocare Limited

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements and the Reports of the Directors and Auditors thereon for the financial year ended March 31, 2016					
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	14937205	14937205	100.00	14937205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14937205	100.00	14937205	0	100.00	0.00
Public Institutions	E-Voting	1042525	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	9980610	5856	0.06	5851	5	99.91	0.09
	Poll		196868	1.97	196868	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		202724	2.03	202719	5	99.99	0.01
Total		25960340	15139929	58.32	15139924	5	99.99	0.01

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Piramal Phytocare Limited

Resolution Required : (Ordinary)			2 - Re-appointment of Dr. Vandana Sonavaria, Director who retires by rotation					
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	14937205	14937205	100.00	14937205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14937205	100.00	14937205	0	100.00	0.00
Public Institutions	E-Voting	1042525	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	9980610	5808	0.06	5803	5	99.91	0.09
	Poll		196868	1.97	196868	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		202676	2.03	202671	5	99.99	0.01
Total		25960340	15139881	58.32	15139876	5	99.99	0.01

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Piramal Phytocare Limited

Resolution Required : (Ordinary)			3 - Ratification of appointment of Auditors					
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	14937205	14937205	100.00	14937205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14937205	100.00	14937205	0	100.00	0.00
Public Institutions	E-Voting	1042525	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	9980610	5856	0.06	5851	5	99.91	0.09
	Poll		196868	1.97	196868	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		202724	2.03	202719	5	99.99	0.01
Total		25960340	15139929	58.32	15139924	5	99.99	0.01



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Piramal Phytocare Limited

Resolution Required : (Ordinary)			4 - Re-appointment of Dr. Ashish Suthar as Manager					
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	14937205	14937205	100.00	14937205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14937205	100.00	14937205	0	100.00	0.00
Public Institutions	E-Voting	1042525	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	9980610	5808	0.06	803	5005	13.83	86.17
	Poll		196868	1.97	196868	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		202676	2.03	197671	5005	97.53	2.47
Total		25960340	15139881	58.32	15134876	5005	99.97	0.03

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