



August 13, 2015

The Corporate Relationship Department  
BSE Limited,  
Floor 25, P J Towers, Dalal Street  
Mumbai - 400 001.

The Manager - Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra - Kurla Complex  
Bandra (E)  
Mumbai - 400 051.

Dear Sirs/Madam,

Sub: Annual General Meeting held on August 12, 2015 - Clause 35A

Please find attached e-voting and Physical ballot results in the format prescribed under Clause 35A of the listing agreement. Also find attached Scrutinizer report on the results for your perusal.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Shasun Pharmaceuticals Limited

S. Murali Krishna  
Company Secretary

Encl: a/a

SCGA/F-001/K/14

## **Shasun Pharmaceuticals Limited**

"Batra Centre"

No. 28, Sardar Patel Road, Post Box 2630, Guindy, Chennai-600 032, India.

Phone: 91-44-4344 6700 / 2220 7500, Fax: 91-44-2235 0278

email : shasun@shasun.com Website : www.shasun.com

TIN No. 33191540153, CST No.39072 / 06.09.76

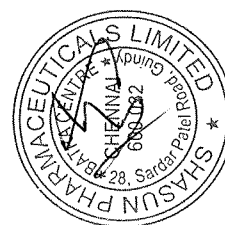
CIN : L24117TN1976PLC007122

## DETAILS OF THE VOTING RESULTS

| Sr/ No. | Description                                                                   | Particulars                                |
|---------|-------------------------------------------------------------------------------|--------------------------------------------|
| 1.      | Date of the AGM                                                               | 12 <sup>th</sup> August 2014               |
| 2.      | Total number of shareholders on record date                                   | 19,355                                     |
|         | [Record date: 05 <sup>th</sup> August, 2015]                                  |                                            |
| 3.      | No. of shareholders present in the meeting either in person or through proxy: | 375                                        |
|         | Promoter and Promoter Group:                                                  | 23                                         |
|         | Public:                                                                       | 352                                        |
| 4.      | No. of shareholders present in the meeting Video Conferencing:                | Video Conference facility was not arranged |

The mode of voting for all resolutions was e-voting and Poll conducted at the meeting.

| Si. No. | Item                                                                                         | Resolution Required (Ordinary / Special) | Mode of voting (show of hands /poll/Postal Ballot/e-voting) | Remarks                                           |
|---------|----------------------------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------------------|---------------------------------------------------|
| 1.      | Adoption of Accounts and Reports thereon                                                     | Ordinary                                 | Poll & e-voting                                             | The resolution was passed with requisite majority |
| 2.      | Reappointment of Mr. S. Abhaya Kumar as Director                                             | Ordinary                                 | Poll & e-voting                                             | The resolution was passed with requisite majority |
| 3.      | Reappointment of Dr. S. Devendra as Director                                                 | Ordinary                                 | Poll & e-voting                                             | The resolution was passed with requisite majority |
| 4.      | Reappointment of Statutory Auditors<br>M/s. BSR & Co., LLP                                   | Ordinary                                 | Poll & e-voting                                             | The resolution was passed with requisite majority |
| 5.      | Appointment of Dr. Arun Chandra Karmakar as Director and also as Director – Operations & EHS | Special                                  | Poll & e-voting                                             | The resolution was passed with requisite majority |
| 6.      | Appointment of Mrs. Taru Rajesh Mardia as Director                                           | Ordinary                                 | Poll & e-voting                                             | The resolution was passed with requisite majority |
| 7.      | Ratification of remuneration payable to M/s. Geeyes & Co., Cost Auditors                     | Ordinary                                 | Poll & e-voting                                             | The resolution was passed with requisite majority |



**Details of the Agenda and voting results:**

**1) Resolutions No. 1 - Ordinary Resolution - Adoption of Accounts and Reports thereon.**

| Promoter /Public              | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled<br>(6)=[(4)/(2)*100 | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*100 |
|-------------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------------------------|----------------------------------------------------------|
| Promoter and Promoter Group   | 23742862                  | 21329898                     | 89.84                                                         | 21329898                        | 0                            | 100                                                        | 0                                                        |
| Public - Institutional holder | 21717314                  | 10321950                     | 47.53                                                         | 10321950                        | 0                            | 100                                                        | 0                                                        |
| Public - Others               | 21763676                  | 12298665                     | 56.51                                                         | 12298665                        | 0                            | 100                                                        | 0                                                        |
| <b>Total</b>                  | <b>67223852</b>           | <b>43950513</b>              | <b>65.38</b>                                                  | <b>43950513</b>                 | <b>0</b>                     | <b>100</b>                                                 | <b>0</b>                                                 |

**02) Resolution No. 2 - Reappointment of Mr. S. Abhaya Kumar as Director – Ordinary Resolution**

| Promoter /Public              | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*100 |
|-------------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|----------------------------------------|----------------------------------------------------------|
| Promoter and Promoter Group   | 23742862                  | 21329898                     | 89.84                                                         | 21329898                        | 0                            | 100                                    | 0                                                        |
| Public - Institutional holder | 21717314                  | 10321950                     | 47.53                                                         | 10321950                        | 0                            | 100                                    | 0                                                        |
| Public - Others               | 21763676                  | 12298665                     | 56.51                                                         | 1696617                         | 10600048                     | 13.81                                  | 86.19                                                    |
| <b>Total</b>                  | <b>67223852</b>           | <b>43950513</b>              | <b>65.38</b>                                                  | <b>33350465</b>                 | <b>10600048</b>              | <b>75.88</b>                           | <b>24.12</b>                                             |

**03) Resolution No. 3 – Reappointment of Dr. S. Devendra as Director – Ordinary Resolution**

| Promoter /Public            | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled<br>(6)=[(4)/(2)*100 | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*100 |
|-----------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------------------------|----------------------------------------------------------|
| Promoter and Promoter Group | 23742862                  | 21329898                     | 89.84                                                         | 21329898                        | 0                            | 100                                                        | 0                                                        |



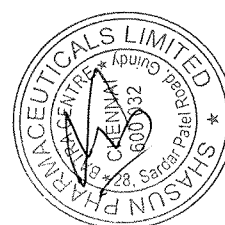
|                               |                 |                 |              |                 |            |              |             |
|-------------------------------|-----------------|-----------------|--------------|-----------------|------------|--------------|-------------|
| Public - Institutional holder | 21717314        | 10321950        | 47.53        | 10321950        | 0          | 100          | 0           |
| Public - Others               | 21763676        | 12298640        | 56.63        | 12298492        | 148        | 99.98        | 0.02        |
| <b>Total</b>                  | <b>67223852</b> | <b>43950488</b> | <b>65.38</b> | <b>43950340</b> | <b>148</b> | <b>99.99</b> | <b>0.02</b> |

**04) Resolution No. 4 – Reappointment of Auditor - M/s. BSR & Co. LLP – Ordinary Resolution**

| Promoter /Public              | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled<br>(6)=[(4)/(2)*100 | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*10 |
|-------------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------------------------|---------------------------------------------------------|
| Promoter and Promoter Group   | 23742862                  | 21329898                     | 89.84                                                         | 21329898                        | 0                            | 100                                                        | 0                                                       |
| Public - Institutional holder | 21717314                  | 10321950                     | 47.53                                                         | 10321950                        | 0                            | 100                                                        | 0                                                       |
| Public - Others               | 21763676                  | 12298630                     | 56.51                                                         | 12298088                        | 542                          | 99.98                                                      | 0.02                                                    |
| <b>Total</b>                  | <b>67223852</b>           | <b>43950478</b>              | <b>65.38</b>                                                  | <b>43949936</b>                 | <b>542</b>                   | <b>99.98</b>                                               | <b>0.02</b>                                             |

**05) Resolution No. 5 - Appointment of Dr. Arun Chandra Karmakar as Director and also as Director – Operations & EHS – Ordinary Resolution**

| Promoter /Public              | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled<br>(6)=[(4)/(2)*100 | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*100 |
|-------------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------------------------|----------------------------------------------------------|
| Promoter and Promoter Group   | 23742862                  | 19384564                     | 81.64                                                         | 19384564                        | 0                            | 100                                                        | 0                                                        |
| Public - Institutional holder | 21717314                  | 10321950                     | 47.53                                                         | 10105805                        | 216145                       | 97.91                                                      | 2.09                                                     |
| Public - Others               | 21763676                  | 12298665                     | 56.51                                                         | 12298125                        | 540                          | 99.98                                                      | 0.02                                                     |
| <b>Total</b>                  | <b>67223852</b>           | <b>42005179</b>              | <b>62.49</b>                                                  | <b>41788494</b>                 | <b>216685</b>                | <b>99.48</b>                                               | <b>0.52</b>                                              |

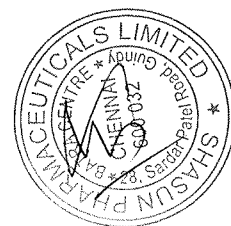


**06) Resolution No. 6 - Appointment of Mrs. Taru Rajesh Mardia as Director – Ordinary Resolution**

| Promoter /Public              | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled<br>(6)=[(4)/(2)*100 | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*10 |
|-------------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------------------------|---------------------------------------------------------|
| Promoter and Promoter Group   | 23742862                  | 21329898                     | 89.84                                                         | 21329898                        | 0                            | 100                                                        | 0                                                       |
| Public - Institutional holder | 21717314                  | 10052650                     | 46.29                                                         | 10052650                        | 0                            | 100                                                        | 0                                                       |
| Public - Others               | 21763676                  | 12298615                     | 56.51                                                         | 12298300                        | 315                          | 99.98                                                      | 0.02                                                    |
| <b>Total</b>                  | <b>67223852</b>           | <b>43681163</b>              | <b>64.98</b>                                                  | <b>43680848</b>                 | <b>315</b>                   | <b>99.98</b>                                               | <b>0.02</b>                                             |

**07) Resolution No. 7 - Ratification of remuneration payable to M/s. Geeyes & Co., Cost Auditors – Ordinary Resolution**

| Promoter /Public              | No. of shares held<br>(1) | No. of e-votes polled<br>(2) | % of e-Votes on Polled outstanding shares<br>(3)=[(2)/(1)*100 | No. of Votes - in favour<br>(4) | No of e-Votes against<br>(5) | % of e-Votes in favour on votes polled<br>(6)=[(4)/(2)*100 | % of e-Votes against on votes polled<br>(7)=[(5)/(2)*10 |
|-------------------------------|---------------------------|------------------------------|---------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------------------------|---------------------------------------------------------|
| Promoter and Promoter Group   | 23742862                  | 21329898                     | 89.84                                                         | 21329898                        | 0                            | 100                                                        | 0                                                       |
| Public - Institutional holder | 21717314                  | 10321950                     | 47.52                                                         | 10321950                        | 0                            | 100                                                        | 0                                                       |
| Public - Others               | 21763676                  | 12298665                     | 56.51                                                         | 12298123                        | 542                          | 99.98                                                      | 0.01                                                    |
| <b>Total</b>                  | <b>67223852</b>           | <b>43950513</b>              | <b>65.38</b>                                                  | <b>43949971</b>                 | <b>542</b>                   | <b>99.98</b>                                               | <b>0.01</b>                                             |



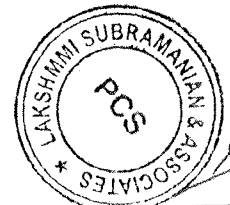
**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Companies(Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shasun Pharmaceuticals Limited held on 12.08.2015 at P. Obul Reddy Hall, Vani Mahal, No.103 G.N. Road, T. Nagar, Chennai – 600 017 at 11.00 a.m.

Dear Sir,

1. I, Lakshmmi Subramanian, a practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of Shasun Pharmaceuticals Limited (The Company) for the purpose of
  - (i) Scrutinizing the E-voting process (Remote e-voting) under the provisions of section 108 of the Companies Act, 2013 and Companies(Management and Administration) Rules, 2014 as amended (Rules) and,
  - (ii) Poll under the provisions of section 109 of the Companies Act, 2013 act read with Rule 21 of the rules, on the resolutions contained in the notice to the 40<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 12.08.2015 at 11.00 a.m.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll at the AGM) for the resolutions contained in the notice to the 40<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and poll at the AGM) is restricted to make a consolidated Scrutinizer's report of the votes cast; in favour or against the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and the Physical Ballot voting data compiled, generated and provided by Integrated Enterprises India Limited (the Registrar and Transfer Agent).
3. I have issued separate Scrutinizer's Report dated 12<sup>th</sup> August 2015 on the remote e-voting and on the poll through electronic system on the resolutions contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting (i.e. by remote e-voting and poll at the AGM) as follows.



1. **Consideration and Adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 89                | 43503150                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 89                | 43503150                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 32                | 447363                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | Nil               | Nil                             |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 100%              |                                 |

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.

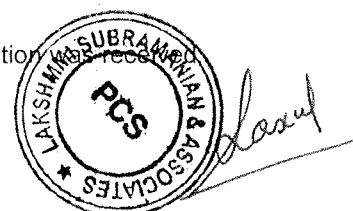
2. **Appointment of a Director in place of Mr. S. Abhaya Kumar, Director who retires by rotation and being eligible, offers him for re-appointment.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 89                | 43503150                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 87                | 32903102                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 32                | 447363                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | 2                 | 10600048                        |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 75.88%            |                                 |

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



3. **Appointment of a Director in place of Dr. S. Devendra, Director who retires by rotation and being eligible, offers him for re-appointment.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 88                | 43503125                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 86                | 43502977                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 32                | 447363                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | 2                 | 148                             |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 99.98%            |                                 |

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.

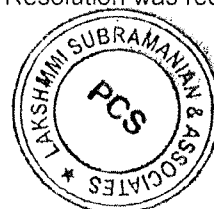
4. **Appointment of M/s. B.S.R. & Co. LLP, Chartered Accountants, as the Statutory Auditors of the company and to fix their remuneration.**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 87                | 43503115                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 87                | 43503115                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 29                | 446821                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | 3                 | 542                             |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 99.98%            |                                 |

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



**SPECIAL BUSINESS**

5. Appointment of Dr. Arun Chandra Karmakar (DIN 06938042) as a Director and also Director – Operations & EHS.

**Nature of resolution:** Special Resolution  
**Voting requirement:** Three-Fourth majority

| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 88                | 41557816                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 85                | 41341671                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 30                | 446823                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | 5                 | 216685                          |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 99.48%            |                                 |

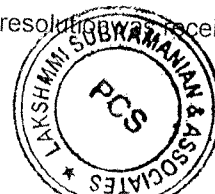
**Result:** The resolution requiring requisite majority for passing as Special Resolution was received.

6. Appointment of Mrs. Taru Rajesh Mardia (DIN 07191620) as a Director.

**Nature of resolution:** Ordinary Resolution  
**Voting requirement:** Simple majority

| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 86                | 43233800                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 83                | 43233485                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 32                | 447363                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | 3                 | 315                             |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 99.98%            |                                 |

**Result:** The resolution requiring requisite majority for passing as Ordinary resolution was received.



*[Handwritten signature]*

7. Ratification of Remuneration payable to Cost Auditor for the Financial Year 2015-16.

**Nature of resolution:** Ordinary Resolution

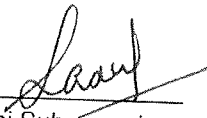
**Voting requirement:** Simple majority

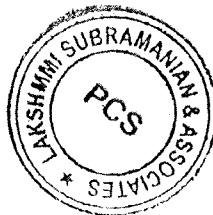
| Particulars                                                                                                        | Number of Members | Representative Number of Shares |
|--------------------------------------------------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of E-Voting options received (E-Voting)                                                               | 89                | 43503150                        |
| Total Number of Ballot Papers Received (Physical Voting)                                                           | 32                | 447363                          |
| <b>Invalid Votes:</b>                                                                                              |                   |                                 |
| E-voting                                                                                                           | Nil               | Nil                             |
| Physical Voting                                                                                                    | Nil               | Nil                             |
| <b>Out of the above:</b>                                                                                           |                   |                                 |
| Number of valid votes cast in favour of the Resolution (E- Voting)                                                 | 89                | 43503150                        |
| Number of valid votes cast in favour of the Resolution (Physical Voting)                                           | 29                | 446821                          |
| Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)                     | 3                 | 542                             |
| Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting) | 99.98%            |                                 |

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.

Therefore we recommend that you may declare the results as above.

For and on Behalf of Lakshmmi Subramanian & Associates

  
\_\_\_\_\_  
Ms Lakshmmi Subramanian  
Senior Partner  
Scrutinizer



**REPORT OF SCRUTINIZER(S)**

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

To,  
Shasun Pharmaceuticals Limited  
Chennai

The Chairman of 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shasun Pharmaceuticals Limited held on 12.08.2015 at 11.00 a.m.

Dear Sir,

We M/s. Lakshmmi Subramanian & Associates were appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shasun Pharmaceuticals Limited, held on 12.08.2015 at P. Obul Reddy Hall, Vani Mahal, No.103 G.N. Road, T. Nagar, Chennai – 600 017 at 11.00 a.m. submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Transfer Agents of the Company and the authorizations / proxies lodged with the company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

**Resolution 1:**

**Consideration and Adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon**

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 32                                                           | 447363                       | 100%                                  |



(ii) Voted **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                                                          |                              |                                       |

(iii) Invalid votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |

**Resolution 2:**

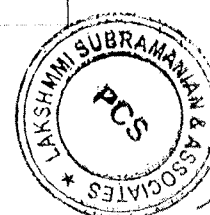
**Appointment of a Director in place of Mr. S. Abhaya Kumar, Director who retires by rotation and being eligible, offers him for re-appointment.**

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 32                                                           | 447363                       | 100%                                  |

(ii) Voted **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                                                          |                              |                                       |



(iii) Invalid votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |

**Resolution 3:**

Appointment of a Director in place of Dr. S. Devendra, Director who retires by rotation and being eligible, offers him for re-appointment.

(i) Voted in favour of the resolution:

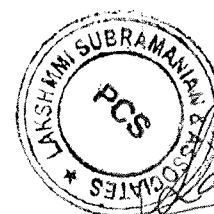
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 32                                                           | 447363                       | 100%                                  |

(ii) Voted 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                                                          |                              |                                       |

(iii) Invalid votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |



**Resolution 4:**

**Appointment of M/s. B.S.R. & Co. LLP, Chartered Accountants, as the Statutory Auditors of the company and to fix their remuneration**

(i) Voted in favour of the resolution:

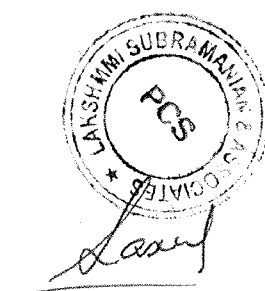
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 29                                                           | 446821                       | 99.98                                 |

(ii) Voted 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 3                                                            | 542                          | 0.02%                                 |

(iii) Invalid votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |



**Resolution 5:**

**Appointment of Dr. Arun Chandra Karmakar (DIN 06938042) as a Director and Director – Operations & EHS.**

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 30                                                           | 446823                       | 99.98                                 |

(ii) Voted **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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 2                                                            | 540                          | 0.02                                  |

(iii) Invalid votes:

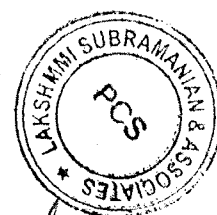
| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |

**Resolution 6:**

**Appointment of Mrs. Taru Rajesh Mardia (DIN 07191620) as a 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 32                                                           | 447363                       | 100%                                  |



(ii) Voted **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                                                          |                              |                                       |

(iii) Invalid votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |

**Resolution 7:**

**Ratification of Remuneration payable to Cost Auditor for the Financial Year 2015-16.**

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 29                                                           | 446821                       | 99.98%                                |

(ii) Voted **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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 3                                                            | 542                          | 0.02%                                 |



*Leaves*

(iii) Invalid votes:

| Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                               |                                    |

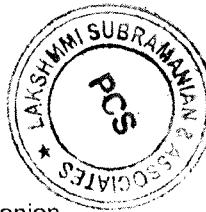
5. A Statement containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Yours Faithfully  
For Lakshmmi Subramanian & Associates

Place : Chennai  
Dated : 12.08.2015

  
Lakshmmi Subramanian

Senior Partner  
CP.NO.1087



# **Lakshmmi Subramanian & Associates**

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.

P. S. SRINIVASAN, B.A., LL.B., A.C.S.

S. SWETHA, B.Com., A.C.S.

Practising Company Secretaries

August 12, 2015

The Chairman

Shasun Pharmaceuticals Limited

Chennai

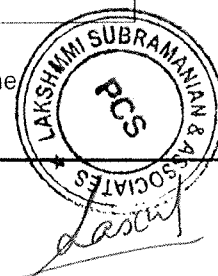
**Sub: Report of Scrutinizer for e-voting for the 40<sup>th</sup> Annual General Meeting under section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014**

In the meeting of the Board of Directors of Shasun Pharmaceuticals Limited ('the Company') held on 30<sup>th</sup> April, 2015, we, M/s Lakshmmi Subramanian & Associates, were appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 40<sup>th</sup> Annual General Meeting:

| S.No.                    | Nature of Resolution                                                                                                                                                                                                                       | Type of Resolution |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| <b>ORDINARY BUSINESS</b> |                                                                                                                                                                                                                                            |                    |
| 1                        | Consideration and Adoption of Audited Balance Sheet as at <b>31<sup>st</sup> March, 2015</b> and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon. | Ordinary           |
| 2                        | Appointment of a Director in place of Mr. S. Abhaya Kumar, <b>Director</b> who retires by rotation and being eligible, offers him for re-appointment.                                                                                      | Ordinary           |
| 3                        | Appointment of a Director in place of Dr. S. Devendra, <b>Director</b> who retires by rotation and being eligible, offers him for re-appointment.                                                                                          | Ordinary           |
| 4                        | Appointment of <b>M/s. B.S.R. &amp; Co. LLP, Chartered Accountants</b> , as the Statutory Auditors of the company and to fix their remuneration .                                                                                          | Ordinary           |
| <b>SPECIAL BUSINESS</b>  |                                                                                                                                                                                                                                            |                    |
| 5                        | Appointment of <b>Dr. Arun Chandra Karmakar (DIN 06938042)</b> as a Director and Director – Operations & EHS.                                                                                                                              | Special            |
| 6                        | Appointment of <b>Mrs. Taru Rajesh Mardia (DIN 07191620)</b> as a Director.                                                                                                                                                                | Ordinary           |
| 7                        | Ratification of Remuneration payable to Cost Auditor for the Financial Year 2015-16.                                                                                                                                                       | Ordinary           |

The Company has availed the e-voting facility of National Securities Depository Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.

**"Murugesu Naicker Office Complex", 81, Greaves Road, Chennai - 600 006.**  
**Ph : 28292272, 28292273 Fax : 044-42142061, Cell : 9841015012, 9841047966**  
**e-mail : lakshmmi6@gmail.com, worklistsa2@gmail.com**



The e-voting process was accordingly conducted and concluded as below:

- The Company on 18<sup>th</sup> July 2015 dispatched the notice under section 108 of the Companies Act, 2013 to the members whose name appeared on the Register of Members as on 10<sup>th</sup> July, 2015 and to the directors and Auditors of the Company.
- The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of the e-voting notice on 20<sup>th</sup> July, 2015.
- The E-voting commenced on 08<sup>th</sup> August, 2015 (9:00 am) and was open for 3 days up to the close of working hours at 17.00 hours IST on 11<sup>th</sup> August, 2015.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5<sup>th</sup> August, 2015.
- The votes cast by the members through electronic voting system was downloaded and collated from the website [www.nsdlindia.com](http://www.nsdlindia.com).
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were complied as under<sup>1</sup>.

#### SUMMARY OF RESULTS

1. **Consideration and Adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon**

**Nature of resolution:** Ordinary Resolution

| Particulars                                                             | Number of Members | Representative Number of Shares |
|-------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                               | 89                | 43503150                        |
| Total number of electronic votes considered valid                       | 89                | 43503150                        |
| Total number of electronic votes considered invalid                     | Nil               | Nil                             |
| Out of the above electronic votes:                                      |                   |                                 |
| i. Number of votes cast in favour of the Resolution                     | 89                | 43503150                        |
| ii. Number of votes cast against the Resolution                         | Nil               | Nil                             |
| iii. Percentage to the total votes received in favour of the resolution | 100%              |                                 |

<sup>1</sup> These results are to be read along with results of the votes cast through poll at the AGM held on 12<sup>th</sup>



2. Appointment of a Director in place of Mr. S. Abhaya Kumar, Director who retires by rotation and being eligible, offers him for re-appointment.

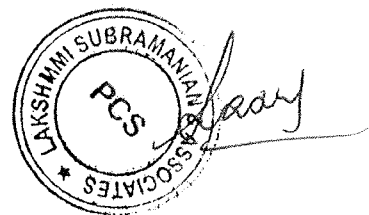
**Nature of resolution:** Ordinary Resolution

| Particulars                                                             | Number of Members | Representative Number of Shares |
|-------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                               | 89                | 43503150                        |
| Total number of electronic votes considered valid                       | 89                | 43503150                        |
| Total number of electronic votes considered invalid                     | Nil               | Nil                             |
| Out of the above electronic votes:                                      |                   |                                 |
| i. Number of votes cast in favour of the Resolution                     | 87                | 32903102                        |
| ii. Number of votes cast against the Resolution                         | 2                 | 10600048                        |
| iii. Percentage to the total votes received in favour of the resolution | 75.63%            |                                 |

3. Appointment of a Director in place of Dr. S. Devendra, Director who retires by rotation and being eligible, offers him for re-appointment.

**Nature of resolution:** Ordinary Resolution

| Particulars                                                             | Number of Members | Representative Number of Shares |
|-------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                               | 88                | 43503125                        |
| Total number of electronic votes considered valid                       | 88                | 43503125                        |
| Total number of electronic votes considered invalid                     | Nil               | Nil                             |
| Out of the above electronic votes:                                      |                   |                                 |
| i. Number of votes cast in favour of the Resolution                     | 86                | 43502977                        |
| ii. Number of votes cast against the Resolution                         | 2                 | 148                             |
| iii. Percentage to the total votes received in favour of the resolution | 99.99%            |                                 |



4. Appointment of M/s. B.S.R. & Co. LLP, Chartered Accountants, as the Statutory Auditors of the company and to fix their remuneration .

Nature of resolution: Ordinary Resolution

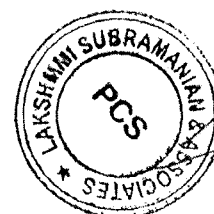
| Particulars                                                            | Number of Members | Representative Number of Shares |
|------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                              | 87                | 43503115                        |
| Total number of electronic votes considered valid                      | 87                | 43503115                        |
| Total number of electronic votes considered invalid                    | Nil               | Nil                             |
| Out of the above electronic votes:                                     |                   |                                 |
| iv. Number of votes cast in favour of the Resolution                   | 87                | 43503115                        |
| v. Number of votes cast against the Resolution                         | Nil               | Nil                             |
| vi. Percentage to the total votes received in favour of the resolution | 100%              |                                 |

#### SPECIAL BUSINESS

5. Appointment of Dr. Arun Chandra Karmakar (DIN 06938042) as a Director and Director – Operations & EHS.

Nature of resolution: Special Resolution

| Particulars                                                            | Number of Members | Representative Number of Shares |
|------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                              | 88                | 41557816                        |
| Total number of electronic votes considered valid                      | 88                | 41557816                        |
| Total number of electronic votes considered invalid                    | Nil               | Nil                             |
| Out of the above electronic votes:                                     |                   |                                 |
| vii. Number of votes cast in favour of the Resolution                  | 85                | 41341671                        |
| viii. Number of votes cast against the Resolution                      | 3                 | 216145                          |
| ix. Percentage to the total votes received in favour of the resolution | 99.48%            |                                 |



**6. Appointment of Mrs. Taru Rajesh Mardia (DIN 07191620) as a Director.**

**Nature of resolution:** Ordinary Resolution

| Particulars                                                             | Number of Members | Representative Number of Shares |
|-------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                               | 86                | 43233800                        |
| Total number of electronic votes considered valid                       | 86                | 43233800                        |
| Total number of electronic votes considered invalid                     | Nil               | Nil                             |
| Out of the above electronic votes:                                      |                   |                                 |
| i. Number of votes cast in favour of the Resolution                     | 83                | 43233485                        |
| ii. Number of votes cast against the Resolution                         | 3                 | 315                             |
| iii. Percentage to the total votes received in favour of the resolution | 99.98%            |                                 |

**7. Ratification of Remuneration payable to Cost Auditor for the Financial Year 2015-16.**

**Nature of resolution:** Ordinary Resolution

| Particulars                                                             | Number of Members | Representative Number of Shares |
|-------------------------------------------------------------------------|-------------------|---------------------------------|
| Total number of electronic votes received                               | 89                | 43503150                        |
| Total number of electronic votes considered valid                       | 89                | 43503150                        |
| Total number of electronic votes considered invalid                     | Nil               | Nil                             |
| Out of the above electronic votes:                                      |                   |                                 |
| i. Number of votes cast in favour of the Resolution                     | 89                | 43503150                        |
| ii. Number of votes cast against the Resolution                         | Nil               | Nil                             |
| iii. Percentage to the total votes received in favour of the resolution | 100%              |                                 |

For Lakshmmi Subramanian & Associates

  
Lakshmmi Subramanian  
Senior Partner  
CP.NO.1087

