

Vaishali Pharma Ltd.

(Formerly known as Vaishali Pharma Pvt. Ltd.)



CORPORATE & REGISTERED OFFICE :
706-709, 7th Floor, Aravali Business Centre,
R. C. Patel Road, Off. Sodawala Lane,
Borivali (West), Mumbai-400 092.
Tel.: +91-22-4217 1819 (30 Lines)
Fax: +91-22-2892 8833
E-mail : info@vaishalipharma.com
export@vaishalipharma.com
CIN - L52310MH2008PLC181632

01st October, 2020

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Stock Code: VAISHALI

Dear Sir/Madam,

SUB: SUBMISSION OF THE PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020, THE CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E- VOTING FACILITY DURING THE 13TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020.

In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') Notice facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, 30th September 2020 at 11. A.M IST and concluded at 11:16 A.M IST.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the Annual General Meeting through electronic means (remote e-voting) during the period commencing from September 27, 2020 to September 29, 2020.

The Company had also provided voting facility through e-voting to the members present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting were approved by the Members.

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In this connection, please find enclosed the following:

- A. The proceedings of the 13th Annual General Meeting held on Wednesday, 30th September, 2020,
- B. Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during the AGM.
- C. Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above are also being uploaded on the Company's website www.vaishalipharma.com and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking you,
Yours faithfully,

For Vaishali Pharma Limited

Akshay Jharkhandi

Akshay Jharkhandi
Company Secretary



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PROCEEDINGS OF THE 13th ANNUAL GENERAL MEETING ('AGM') OF VAISHALI PHARMA LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 11:00 AM IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("AOVM")

In view of continuing COVID-19 pandemic, the 13th Annual General Meeting of the Vaishali Pharma Limited ('the Company') was held on Wednesday, 30TH September, 2020 at 11:00 AM IST through video conferencing ("VC") or other audio-visual means ("OAVM"), in compliance with the applicable provision of the Companies Act, 2013, General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, issued by Ministry of Corporate Affairs ('MCA').

MEMBERS' PRESENT:

17 Members were present at the meeting through video conferencing ("VC") or other audio-visual means ("OAVM").

DIRECTORS PRESENT:

SR NO.	NAME OF DIRECTOR	DESIGNATION
1	MR. ATUL ARVIND VASANI	CHAIRMAN & MANAGING DIRECTOR
2	MRS. JAGRUTI ATUL VASANI	WHOLE TIME DIRECTOR
3	MR. DEWANSH AJAY VASANI	NON-EXECUTIVE DIRECTOR
4	MR. ASHVIN JAMNADAS GANATRA	INDEPENDENT DIRECTOR
5	MR. MANISH BHAGWANDAS VED	INDEPENDENT DIRECTOR
6	MR. PRATAPRAI PANACHAND GANDHI	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNEL (KMP):

SR NO.	NAME OF DIRECTOR	DESIGNATION
1	MR. HEMANT DAMODAR PATHAK	CHIEF EXECUTIVE OFFICER
2	MR. RATNESH RAGHUNATH SINGH	CHIEF FINANCIAL OFFICER
3	MR. AKSHAY JHARKHANDI	COMPANY SECRETARY & COMPLIANCE OFFICER

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ATTENDEES:

SR NO.	NAME OF ATTENDEES	DESIGNATION
1	MR. SANDIP PATIL	INTERNAL AUDITOR
2	MS. DISHA SHAH	SECRETARIAL AUDITOR & SCRUTINIZER
3	MR. SANTOSH SANKHE	STATUTORY AUDITOR
4	MR. MIKET BAHUVA	PRACTICING COMPANY SECRETARY

The Company Secretary welcomed the Members and informed that the Meeting was held through VC/OAVM in compliance with the Circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India.

Thereafter, Shri. Atul Arvind Vasani, Chairman & Managing Director occupied the Chair. Being requisite quorum present he put the meeting to order. He then welcomed and addressed the members of the Company, Subsequently he invited Mr. Dewansh Ajay Vasani, Non-Executive Director, to introduce the Directors and Attendees attending through VC and requested to conduct the meeting.

Mr. Dewansh Ajay Vasani, Non-Executive Director, briefed the Shareholders on the current situation and outlined the functioning of the Company. Thereafter, the Company Secretary apprised the Members on the remote e-voting mechanism and the process of e-voting at the Annual General Meeting.

The following business were transacted at the 13th Annual General Meeting:-

SR NO.	ITEM	RESOLUTION	MODE OF VOTING
ORDINARY BUSINESS			
1	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon;	Ordinary Resolution	Remote E-voting prior to and during the AGM
2	To appoint a Director in place of Mr. Dewansh Ajay Vasani (DIN: 08111804), who retires by rotation and being eligible, offers himself for re-appointment;	Ordinary Resolution	Remote E-voting prior to and during the AGM

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SPECIAL BUSINESS			
3	Appointment of Mr. Ashvin Jamnadas Ganatra (DIN - 08653815) as an Independent Director of the Company	Ordinary Resolution	Remote E-voting prior to and during the AGM
4	Appointment of Mr. Manish Bhagwandas Ved (DIN - 08654674) as an Independent Director of the Company	Ordinary Resolution	Remote E-voting prior to and during the AGM

The Company Secretary invited comments and questions from the Member, who had registered himself as Speaker. No Queries were raised by the Member at the Meeting.

The members were informed that the Consolidated Voting Results cast through remote e-voting and e-voting at the Annual General Meeting shall be communicated to the Stock Exchange viz., National Stock Exchange of India Limited and also place on the Company's website, www.vaishalipharma.com within 48 hours of conclusion of the Annual General Meeting of the Company.

The Company Secretary proposed a vote of thanks to the Chairman, Directors and the Members. The Meeting was concluded at 11.16 am

Thanking You

Yours Faithfully,
For Vaishali Pharma Limited

Akshay Jharkhandi

Akshay Jharkhandi
Company Secretary & Compliance officer



DISHA & ASSOCIATES

PRACTICING COMPANY SECRETARY

204, Dattatray Chsl, Opp. Charkop Bus Depot, Sector – 5, Charkop, Kandivali (W), Mumbai – 400067.

E-mail: csdisha88@gmail.com | Contact: +91 8433560016

SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular Na. 20/2020 dated 05.05.2020 ('MCA Circulars')]

To,

The Chairman

VAISHALI PHARMA LIMITED

706 to 709, 7th Floor, Aravali Business Center, R. C. Patel Road,
Off Sodawala Lane, Borivali (West) Mumbai – 400 092.

held on Wednesday, 30th September 2020 at 11:00 A.M. (1ST)
through Video Conferencing/ Other Audio Visual Means ('VC / OAVM')

Dear Sir,

I, Practicing Company Secretary, Disha Shah, Proprietor of M/s. Disha & Associates, , was appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the AGM in respect of below mentioned resolutions proposed at the AGM of VAISHALI PHARMA LIMITED ('the Company') held on Wednesday, 30th September 2020 at 11:00 A.M. (1ST) through Video Conferencing / Other Audio Visual means (VC/OAVM).

As informed by the Management, the notice dated 2nd September 2020 convening the 13th AGM of the Company through VC/OAVM held on 30th September 2020 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of:

Attu



- i. The Companies Act, 2013 and Rules made thereunder;
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- iii. Secretarial Standard - 2 on General Meetings issued by the Institute of the Company Secretaries of India, if any, relating to remote E-voting prior to the date of AGM and E-voting process during the AGM.

My responsibility as a Scrutinizer is restricted to give a consolidated Report on votes cast by the Members of the Company.

In this regard, I, hereby, submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. The Members of the Company holding shares on the record date ("Cut off" date) of 23rd September, 2020 were entitled to vote on the resolutions as set out in the notice of said AGM.
3. The remote e-voting prior to AGM period remained open from Sunday, 27th September 2020 (9:00 a.m. IST) to Tuesday, 29th September 2020 (5:00 p.m. IST) and NSDL e-Voting System, was disabled thereafter.
4. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier.
5. After the completion of the e-voting process at the AGM, the votes cast through remote e-voting prior to the date of AGM as well as during the AGM were unblocked and downloaded from the NSDL e-voting platform at about 11:48 A.M. in the presence of two witnesses, Mr. Ronak Shah and Mr. Akshay Shah, who are not in the employment of the Company.
6. I have scrutinized the votes cast through both remote e-voting and e-voting during the AGM processes for the purpose of this report and the result of the voting is as per annexure attached herewith.

Alex



Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may, accordingly, declare the result of voting.

Thanking you,

Yours faithfully,

For M/s. Disha & Associates

Practicing Company Secretary

DISHA
DEEPAK
SHAH

Digitally signed by
DISHA DEEPAK SHAH
Date: 2020.09.30
15:30:38 +05'30'

Disha Shah

Proprietor

Membership No. ACS 34831

CP No. 22710

UDIN: A034831B000821386

Place: Mumbai

Date: 30th September 2020



Annexure to the Scrutinizer's Report
Result of Remote e-voting prior to AGM and E-voting during the AGM

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	To consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020.	Ordinary Resolution	Remote E-Voting prior to AGM	31	7854558	100.00	-	-	-	31	7854558
			E-Voting during the AGM	6	137840	100.00	-	-	-	6	137840
			Total	37	7992398	100.00				37	7992398
2	To appoint a Director in place of Mr. Dewansh Ajay Vasani (DIN: 08111804), who retires by rotation and being eligible, offers himself for re-appointment;	Ordinary Resolution	Remote E-Voting prior to AGM	31	7854558	100.00	-	-	-	31	7854558
			E-Voting during the AGM	6	137840	100.00	-	-	-	6	137840
			Total	37	7992398	100.00				37	7992398
3	Appointment of Mr. Ashvin Jamnadas Ganatra (DIN - 08653815) as an Independent Director of the Company	Ordinary Resolution	Remote E-Voting prior to AGM	31	7854558	100.00	-	-	-	31	7854558
			E-Voting during the AGM	6	137840	100.00	-	-	-	6	137840
			Total	37	7992398	100.00				37	7992398




4	Appointment of Mr. Manish Bhagwandas Ved (DIN - 08654674) as an Independent Director of the Company	Ordinary Resolution	Remote E-Voting prior to AGM	31	7854558	100.00	-	-	-	31	7854558
			E-Voting during the AGM	6	137840	100.00	-	-	-	6	137840
			Total	37	7992398	100.00				37	7992398

For M/s. Disha & Associates
Practicing Company Secretary

DISHA
DEEPAK
SHAH

Digitally signed by
DISHA DEEPAK SHAH
Date: 2020.09.30
15:31:09 +05'30'

Disha Shah
Proprietor
Membership No. ACS 34831
CP No. 22710

UDIN: A034831B000821386

Place: Mumbai

Date: 30th September 2020



VAISHALI PHARMA LIMITED

Date of the AGM/EGM	30/09/2020
Total number of shareholders on record date	1179
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and promoter Group:	0
Public:	0
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	
Public:	

Resolution 1 : To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution required :(Ordinary / Special)
Whether promoter/promoter group are interested in the agenda/resolution ?

Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	6756947	6265109	92.72	6265109	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6756947	6265109	92.72	6265109	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	3789266	1727289	45.58	1727289	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3789266	1727289	45.58	1727289	0	100.00	0.00
TOTAL		10546213	7992398	75.78	7992398	0	100.00	0.00

Resolution 2 : To appoint a Director in place of Mr. Dewansh Ajay Vasani (DIN: 08111804), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required :(Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution ?

Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	6756947	6265109	92.72	6265109	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6756947	6265109	92.72	6265109	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	3789266	1727289	45.58	1727289	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3789266	1727289	45.58	1727289	0	100.00	0.00
TOTAL		10546213	7992398	75.78	7992398	0	100.00	0.00



Resolution 3 :Appointment of Mr. Ashvin Jamnadas Ganatra (DIN - 08653815) as an Independent Director of the Company.

Resolution required : (Ordinary / Special)
Whether promoter/promoter group are interested in the agenda/resolution ?

Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (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 & Promoter Group	E-VOTING	6756947	6265109	92.72	6265109	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6756947	6265109	92.72	6265109	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	3789266	1727289	45.58	1727289	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3789266	1727289	45.58	1727289	0	100.00	0.00
TOTAL		10546213	7992398	75.78	7992398	0	100.00	0.00

Resolution 4 :Appointment of Mr. Manish Bhagwandas Ved (DIN - 08654674) as an Independent Director of the Company.

Resolution required : (Ordinary / Special)
Whether promoter/promoter group are interested in the agenda/resolution ?

Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (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 & Promoter Group	E-VOTING	6756947	6265109	92.72	6265109	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6756947	6265109	92.72	6265109	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	3789266	1727289	45.58	1727289	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3789266	1727289	45.58	1727289	0	100.00	0.00
TOTAL		10546213	7992398	75.78	7992398	0	100.00	0.00

