Vaishali Pharma Ltd.

Certification Partner Global
ISO 9001 : 2015 Certified

GOVT. RECOGNIZED
STAR EXPORT HOUSE

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
E-mail : sales@vaishalipharma.com
CIN - L52310MH2008PLC181632

05th August, 2021

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 EXTRA – ORDINARY GENERAL MEETING HELD ON THURSDAY, 05TH AUGUST, 2021, THE CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E- VOTING FACILITY DURING THE EXTRA – ORDINARY GENERAL MEETING HELD ON 05TH AUGUST, 2021.

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated 05th May, 2020 that allows companies to hold EGM in the manner detailed in the General Circular No. 14/2020, dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with SEBI Circular: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs physical attendance of the Members to the Extra Ordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM) on Thursday, 05th August, 2021 at 11:30 A.M IST and concluded at 11:45 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 Extra - Ordinary General Meeting through electronic means (remote e-voting) during the period commencing from 02nd August, 2021 to 04th August, 2021.

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

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

In this connection, please find enclosed the following:

A. The proceedings of the Extra – Ordinary General Meeting held on Thursday, 05th August, 2021,

B. Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during the EGM.

C. Details regarding the voting results of the business transacted at the said EGM 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

VAISHALI PHARMA LTD. MUMBAI

Akshay Jharkhandi

Akshay Jharkhandi
Company Secretary & Compliance Officer

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PROCEEDINGS OF THE EXTRA - ORDINARY GENERAL MEETING ('EGM') OF VAISHALI PHARMA LIMITED HELD ON THURSDAY, 05TH AUGUST, 2021 AT 11:30 AM IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("AOVM")

We would like to inform you that the Extra – Ordinary General Meeting of the Company was held on 05th August, 2021 at 11:30 am through Video – Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Shri. Atul Arvind Vasani, Chairman & Managing Director took the Chair. 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.

After confirming that the requisite quorum for the meeting was present at 11:30 am, the Chairman commenced the meeting. Thereafter invited Mr. Dewansh Ajay Vasani, Non-Executive director, to introduce the Directors attending through VC and requested to conduct the meeting.

The Non-Executive Director delivered the speech and, thereafter the Company Secretary briefed the Members on the remote e-voting mechanism and the process of e-voting at the Extra - Ordinary General Meeting.

The Following Business were transacted at the Extra – Ordinary General Meeting:-

SR NO.	ITEM	RESOLUTION	MODE OF VOTING
SPECIAL BUSINESS			
1	To consider and approve increase of the Authorized Share Capital of the Company by amending the Memorandum of Association of the company	Ordinary Resolution	Remote E-voting prior to and during the EGM
2	To approve the change in designation of Mr. Dewansh Ajay Vasani (Din: 08111804), from Non-Executive Director to Executive Director and fix his remuneration	Special Resolution	Remote E-voting prior to and during the EGM

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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 who did not cast their votes through remote e-voting cast their votes through e-voting during the Extra - Ordinary General Meeting. The members were informed that the Consolidated Voting Results cast through remote e-voting and e-voting at the Extra - Ordinary General Meeting on all the Resolutions once finalised 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 Extra - Ordinary 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 11.45 am

Thanking You

Yours Faithfully,
For Vaishali Pharma Limited

Akshay Jharkhandi

VAISHALI PHARMA LTD. MUMBAI

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 Thursday, 5th August 2021 at 11:30 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 Extra Ordinary General Meeting (EGM) and e-voting process during the EGM in respect of below mentioned resolutions proposed at the EGM of VAISHALI PHARMA LIMITED ('the Company') held on Thursday, 5th August 2021, commenced at 11:30 A.M. (1ST) through Video Conferencing / Other Audio Visual means (VC/OAVM).

As informed by the Management, the notice dated 10th July 2021 convening the EGM of the Company through VC/OAVM held on 5th August 2021 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 Circular No. 20/2020 dated 05th May, 2020 that allows companies to hold EGM in the manner detailed in the General Circular No. 14/2020, dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with SEBI Circular: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021.

VAISHALI PHARMA LTD * MUMBAI *

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

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 EGM and E-voting process during the EGM.

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 EGM and e-voting during the EGM by the Members of the Company.

2. The Members of the Company holding shares on the record date ("Cut off" date) of 29th July 2021were entitled to vote on the resolutions as set out in the notice of said EGM.

3. The remote e-voting prior to EGM period remained open from Monday, 2nd August 2021 (9:00 a.m. IST) to Wednesday, 4th August 2021 (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 EGM through VC and who had not cast their vote earlier.

5. After the completion of the e-voting process at the EGM, the votes cast through remote e-voting prior to the date of EGM as well as during the EGM were unblocked and downloaded from the NSDL e-voting platform at about 15:03 P.M. in the presence of two witnesses, Mr. Ronak Shah and Ms. Bhavna Gandhi, 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 EGM processes for the purpose of this report and the result of the voting is as per annexure attached herewith.

VAISHALI PHARMA LTD. MUMBAI

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: 2021.08.05 18:41:39 +05'30'

Disha Shah
Proprietor
Membership No.: A34831
CP No. 22710

UDIN: A034831C000742681

Place: Mumbai
Date: 5th August 2021

VAISHALI PHARMA LTD. MUMBAI

Annexure to the Scrutinizer's Report

Result of Remote e-voting prior to EGM and E-voting during the EGM

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 AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.	Ordinary Resolution	Remote E-Voting prior to EGM	59	6446094	100.00	1	56	56	60	6446150
			E-Voting during the EGM	2	6180	100.00	-	-	-	0	0
			Total	**61**	**6452274**	**100.00**	**1**	**56**	**0.00**	**62**	**6452330**
2	TO APPROVE THE CHANGE IN DESIGNATION OF MR. DEWANSH AJAY VASANI (DIN: 08111804), FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND FIX HIS REMUNERATION.	Special Resolution	Remote E-Voting prior to EGM	58*	6446093	100.00	1	56	56	59	6446149
			E-Voting during the EGM	2	6180	100.00	-	-	-	0	0
			Total	**60**	**6452273**	**100.00**	**1**	**56**	**0.00**	**61**	**6452329**

**Vote casted by Ms. Aneree Ajay Vasani, interested in the above resolution hence her vote is not considered.*

For M/s. Disha & Associates
Practicing Company Secretary

DISHA DEEPAK SHAH

Disha Shah
Proprietor
Membership No. A34831
CP No. 22710
UDIN: A034831C000742681

Place: Mumbai
Date: 5th August 2021

VAISHALI PHARMA LTD. MUMBAI

VAISHALI PHARMA LIMITED

Date of the AGM/EGM	05/08/2021
Total number of shareholders on record date	9887
No. of shareholders present in the meeting either in person or throught proxy:	**0**
Promoters and promoter Group:	0
No. of shareholders attended the meeting throught Video Conferencing:	0
Promoters and promoter Group:	**VC ARRANGED**

Resolution 1 :TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

Resolution required :(Ordinary / Special)	**Ordinary Resolution**
Whether promoter/promoter group are interested in the agenda/resolution ?	**No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	6244075	6244075	100.00	6244075	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	6244075	6244075	100.00	6244075	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	4302138	208255	4.84	208199	56	99.97	0.03
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4302138	208255	4.84	208199	56	99.97	0.03
TOTAL		10546213	6452330	61.18	6452274	56	100.00	0.00

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Resolution 2 :TO APPROVE THE CHANGE IN DESIGNATION OF MR. DEWANSH AJAY VASANI (DIN: 08111804), FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND FIX HIS REMUNERATION.								
Resolution required :(Ordinary / Special)		**Special Resolution**						
Whether promoter/promoter group are interested in the agenda/resolution ?		**Yes**						
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% 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**	**6244075**	**6244074**	**100.00**	**6244074**	**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	**6244075**	**6244074**	**100.00**	**6244074**	**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**	**4302138**	**208255**	**4.84**	**208199**	**56**	**99.97**	**0.03**
	POLL	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	POSTAL BALLOT	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
	TOTAL	**4302138**	**208255**	**4.84**	**208199**	**56**	**99.97**	**0.03**
TOTAL		**10546213**	**6452329**	**61.18**	**6452273**	**56**	**100.00**	**0.00**