



**SCRUTINIZER REPORT**

To  
The Chairman  
Nacto Pharma Limited  
Nacto House, Road No. 2,  
Banjara Hills, Hyderabad – 500033,  
Telangana,  
India.

**Subject:** Scrutinizer Report on Passing of Resolution through postal ballot under the relevant provisions of the Companies Act, 2013 read with the Companies ( Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof).

Dear Sir(s),

In terms of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company, vide a Board Resolution passed in Board Meeting dated 10.09.2015, has appointed me as the Scrutinizer for conducting the postal ballot voting and e-voting process for passing the resolution to “Approval of Merger of Natco Organics Limited (NOL) a WOS into the Company” as Special Resolution.

**I, SUBMIT MY REPORT AS UNDER:**

1. The Company has intimated to BSE Limited and National Stock Exchange Limited the outcome of Board meeting held on 10.09.2015 regarding the proposal of conducting postal ballot for obtaining shareholders approval with regard to approval of Merger of Natco Organics Limited (NOL) a WOS into the Company.
2. The Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members on 28.10.2015 whose name(s) appeared on the Register of Members / list of beneficiaries as on 23.10.2015.
3. The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electroning voting to the members of the company
4. The Company has published a notice in Business Standard and Nava Telangana on 29.10.2015 regarding dispatch of postal ballot forms to the members of the company.
5. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on 28.11.2015 (at 6.00 PM).



8. All the postal ballot forms including e-voting received upto the close of working hours, i.e 5.00 PM on Saturday, 28.11.2015, the last day and time fixed by the company for the receipt of the ballot forms, were scrutinized by me with respect to their validity and has been recorded.
9. No Postal Ballot Form including E-Voting received after the closure of working hours, i.e 5.00 PM on Saturday, 28.11.2015 the last day and time fixed by the company has been considered by me.
10. None of the incomplete, unsigned or incorrect postal ballot forms has been considered.
11. Out of 16257 envelopes containing postal ballot forms sent to members 758 covers were returned as undelivered.
12. In terms of the requirements of the Companies Act, 2013 the postal ballot forms and other related papers/registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of Postal Ballot process.
13. After our scrutiny, the summary of postal ballot forms and e-voting is given below:

S. No	Particulars	No. of Members voted in Physical postal Ballot	No. of votes cast (Shares) – Physical Ballot forms	No. of Members voted in E-Voting	No of votes cast (Shares)- E Voting
1.	Total postal ballot/E-voting received	394	681207	162	6256150
2.	Less: invalid votes	44	2843	-	-
3.	Net valid votes	350	678364	162	6256150
4.	With Assent	340	677414	159	6255823
5.	With Dissent	10	950	3	327

14. Based on the above combined result is as under

**Resolution:** Approval of Merger of Natco Organics Limited (NOL) a WOS into the Company as Special resolution.

(I) VOTED IN FAVOUR RESOLUTION

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast (shares) through E-Voting and Postal Ballot Forms	% of Total number of Valid Votes cast	% of total no of shares of the Company
* 499	6933237	99.49%	19.90%

\* It may be noted that number of votes cast by Public Shareholders only has only been considered for the above resolution in terms of SEBI Circular No. CIR/CFD/DIL/5/2013 issued on February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 issued on May 21, 2013.



(II) VOTED AGAINST RESOLUTION

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast (shares) through E-Voting and Postal Ballot Forms	% of Total number of Valid Votes cast	% of total no of shares of the Company
13	1277	0.02%	0.004%

(III) INVALID VOTES OF THE RESOLUTION

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast (shares) through E-Voting and Postal Ballot Forms	% of Total number of Valid Votes cast
44	2843	0.04%


**RESULT:**

The resolution is passed with requisite majority as follows:

- a.) By the majority in number representing three – fourth in value are being casted in favour of the resolution.
- b.) By the “votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against the resolution”

15. You may accordingly declare result of the voting by Postal Ballot.

Place: Hyderabad  
Date: 30/11/2015

  
Name and Signature: Bindhu Kilari  
Designation: Practicing Company Secretary  
ACS No. 29174; CP No. 10643

