



G. RAMACHANDRAN, B.Com., ACS, LLB  
Company Secretary in Practice

**SCRUTINIZER'S REPORT**

To,

The Chairman  
M/s. Caplin Point Laboratories Limited  
"NARBAVI", No.3, Lakshmanan Street,  
T Nagar, Chennai-600017

Sub: Scrutinizer's Report (Combined) on e-voting and Poll on the agenda items transacted at the Twenty Third Annual General Meeting (AGM) of the Company held on Thursday, the 18<sup>th</sup> December 2014 at 11:00 A.M, at the registered office of the Company situated at "TAG Centre" No.69, T.T.K. Road, Alwarpet, Chennai – 600 018.

Dear Sir,

I, G RAMACHANDRAN, Company Secretary in practice, having my office at F-10 Syndicate Residency, Dr. Thomas First Street, Off South Boag, Road, T.Nagar, Chennai - 600017 have been appointed as a scrutinizer by the Board of Directors of M/s. Caplin Point Laboratories Limited ("the Company") for the purpose of scrutinizing the e-voting and poll process on the below mentioned resolutions at the Twenty Third Annual General Meeting held on Thursday, the 18<sup>th</sup> December, 2014 at "TAG Centre", No.69, T.T.K. Road, Alwarpet, Chennai – 600 018 at 11:00 A.M.:



a.	Pursuant to Section 101, 108, 109 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company by registered post on the 22 <sup>nd</sup> November 2014 and the Notice, convening Annual General Meeting was placed on the website of the Company and on the website of the agency, i.e. Karvy Computershare Private Limited ("Karvy"). The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depositories Limited ("Karvy")
b.	Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in Financial Express an English newspaper on 5 <sup>th</sup> December 2014 and a Malai Sudar a vernacular newspaper on the same day.
c.	The e-voting period commenced on 11 <sup>th</sup> December, 2014 at 10.00 a.m and ended on the close of 13 <sup>th</sup> December, 2014 at 5.00 p.m.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 13 <sup>th</sup> December, 2014 at 7.00 P.M. the "Karvy" portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on 13 <sup>th</sup> December, 2014.
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares.  As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to attend the Annual General Meeting

At the Annual General Meeting held at the Scheduled time, date and venue the Chairman announced a poll taking into account as per the provisions of Companies Act, 2013.

As per Companies Act, 2013 (Management & Administration) Rules, 2014 the polling paper in Form MGT-12 were distributed to the Shareholders who were present at the Annual General Meeting.

- a. As the Chairman announced the poll to be taken, one ballot box was locked and kept in my presence.
- b. The locked ballot box was subsequently opened in my presence and was found empty. None of the shareholders casted their votes.



The resolutions for which this Annual General Meeting of the Shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended 30 <sup>th</sup> June, 2014 and the Balance Sheet as at that date together with the Notes attached thereto, along with the Reports of the Board of Directors' and Auditors' thereon.	Ordinary
2	To declare Dividend of Rs. 4.00 per equity share of face value Rs.10/- each for the year ended 30 <sup>th</sup> June 2014.	Ordinary
3.	To appoint a Director in place of Mr. C C Paarthipan (DIN: 01218784), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary
4.	To re-appoint Auditors of the Company	Ordinary
5.	To re-appoint Mr. M Jayapal (DIN: 01869677) as Managing Director	Ordinary
6.	To re-appoint Mr. D P Mishra (DIN: 02032818) as Whole Time Director	Ordinary
7.	To appoint Dr. Sridhar Ganesan (DIN: 06819026) as Whole Time Director	Ordinary
8.	To appoint Dr. R Ravichandran (DIN: 01920603) as an Independent Director	Ordinary
9.	To appoint Dr. K C John (DIN: 01067374) as an Independent Director	Ordinary
10.	To appoint Mr. V. Thirumalai (DIN: 03015619) as an Independent Director	Ordinary
11.	To appoint Mr. P.T. Baby Thomas (DIN: 03019018) as an Independent Director	Ordinary
12.	To appoint Mr. Venkat Radhakrishnan (DIN: 03451231) as an Independent Director	Ordinary
13.	To approve the borrowing limits pursuant to the provisions of the Companies Act, 2013	Special
14.	To create Security on Movable and Immovable Properties of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special
15.	To approve the alteration of Articles of Association pursuant to the provisions of the Companies Act, 2013	Special

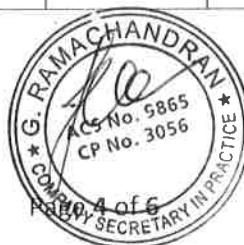


As requested by management I submit herewith my combined report results of e-voting together with that of Poll as under:-

A.

Item No. in Notice	No. of Members who cast their votes by E- Voting & Poll		Total Valid Votes
	Votes in Favor	Votes Against	
Item No. 1	54	3	56
Item No. 2	55	2	56
Item No. 3	52	3	54
Item No. 4	54	2	55
Item No. 5	55	2	56
Item No. 6	54	2	55
Item No.7	55	2	56
Item No.8	54	2	55
Item No. 9	54	2	55
Item No. 10	55	2	56
Item No. 11	54	2	55
Item No. 12	53	2	54
Item No. 13	52	5	56
Item No. 14	52	4	55
Item No. 15	52	3	54

Item No. in Notice	Number of Votes in Favor	Number of Votes Against	Total Valid Votes	Assent %	Dissent %	Passed as Ordinary / Special Resolution
Item No. 1	10939213	201	10939414	99.99	0.01	Passed As an Ordinary Resolution
Item No. 2	10939313	101	10939414	99.99	0.01	Passed As an Ordinary Resolution
Item No. 3	8324401	201	8324602	99.99	0.01	Passed As an Ordinary Resolution
Item No. 4	10939013	200	10939214	99.99	0.01	Passed As an Ordinary Resolution



Item No. 5	10939214	200	10939414	99.99	0.01	Passed As an Ordinary Resolution
Item No. 6	10939014	200	10939214	99.99	0.01	Passed As an Ordinary Resolution
Item No.7	10939214	200	10939414	99.99	0.01	Passed As an Ordinary Resolution
Item No. 8	10939014	200	10939214	99.99	0.01	Passed As an Ordinary Resolution
Item No.9	10939014	200	10939214	99.99	0.01	Passed As an Ordinary Resolution
Item No. 10	10939214	200	10939414	99.99	0.01	Passed As an Ordinary Resolution
Item No. 11	10939014	200	10939214	99.99	0.01	Passed As an Ordinary Resolution
Item No. 12	10938914	200	10939114	99.99	0.01	Passed As an Ordinary Resolution
Item No. 13	10939108	306	10939414	99.99	0.01	Passed As a Special Resolution
Item No. 14	10938909	305	10939214	99.99	0.01	Passed As a Special Resolution
Item No. 15	10938909	300	10939209	99.99	0.01	Passed As a Special Resolution

1. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" "AGAINST" and those whose votes were abstained for each resolution is enclosed.
2. The register and other documents relating to e-voting and poll is enclosed, returned and handed over to the Company.



NOTE:

- a. One of the Shareholder electronically voted a portion of the share in "for" and balance portion in "against".
- b. There were 2 (Two) invalid votes polled in the Ballot Box. The same was not considered. Only valid votes were taken.

Thanking You,

Yours Faithfully,



G. Ramachandran  
Scrutinizer  
Company Secretary in Practice  
ACS No.9865 C.P. No.3056



Place: Chennai  
Date: 19<sup>th</sup> December, 2014

