



# PARENTERAL DRUGS (INDIA) LIMITED

Regd. Office: 340, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai-400 053 (MH) India;  
Tel.: (022) 61725900-01; Fax: (022) 26333763; E-mail: pdpl\_mumbai@pdindia.com; Website: www.pdindia.com

## Declaration of Results of Postal Ballot

As per the provisions of the Companies Act, 2013, read with relevant rules, thereunder and clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered the facility of voting by postal ballot as well as remote e-voting to the Shareholders to enable them to cast their vote on the resolution proposed in the Notice of Postal Ballot dated 13<sup>th</sup> February, 2017. The e-voting was open from 19<sup>th</sup> February, 2017 to 20<sup>th</sup> March, 2017.

M/s Archana Maheshwari & Co., Practising Company Secretary was appointed as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic and physical votes received up to 5.00 p.m. on 20<sup>th</sup> March, 2015.


The Consolidated Results, as per the Scrutinizer's Report dated 21<sup>st</sup> March, 2017 are as follows:

S. No.	Particulars of Special Resolution	% of votes in favour	% of votes Against
1	Sale of Kasrawad and Baddi undertakings of the Company to its wholly owned subsidiary company M/s. Infutec Healthcare Limited, subject to approval of the secured lenders of the Company on slump sale basis as a going concern.	99.99%	0.01%

A summary of postal ballot received and e-voting with their pattern of voting is as per Annexure annexed to this report.

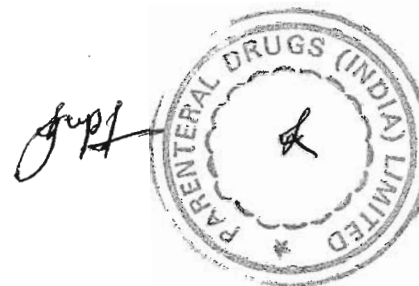
Based on the consolidated Report for the Scrutinizer resolution as set out in the Notice of Postal Ballot dated 13<sup>th</sup> February, 2017 have been fully approved by the Shareholders with requisite majority on 20<sup>th</sup> March, 2017.

For Parenteral Drugs (India) Limited

  
Manohar Lal Gupta  
Chairman  
DIN:00040784



Date of the completion of postal ballot:		20/03/2017						
Total number of shareholders on record date		7631						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		N.A.						
Public		N.A.						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		N.A.						
Public		N.A.						
Agenda Item No. 1								
Sale of Kasrawad and Baddi undertakings of the Company to its wholly owned subsidiary company M/s.Infutec Healthcare Limited, subject to approval of the secured lenders of the Company on slump sale basis as a going concern.								
Resolution required: Special								
Whether promoter/promoter group are interested in the agenda/resolution ?				YES				
Category	Mode of Voting	No. of shares held (1)	No. of votes (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes (6)=[(4)/(2)]*100	% of votes against on votes (7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot (E-Voting)	21849243	21849243	100.00	21849243	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (Physical)		0	0.00	0	0	0.00	0.00
	Total		21849243	21849243	100.00	21849243	0	100.00
Public Institutions	Postal Ballot (E-Voting)	9330	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (Physical)		0	0.00	0	0	0.00	0.00
	Total		9330	0	0.00	0	0	0.00
Public- Non institutions	Postal Ballot (E-Voting)	7957727	12604	0.16	10904	1700	86.51	13.49
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (Physical)		5869	0.07	5869	0	100.00	0.00
	Total		7957727	18473	0.23	16773	1700	90.80
Total		29816300	21867716	73.34	21866016	1700	99.99	0.01



**REPORT OF SCRUTINIZER ON POSTAL BALLOT**

To,  
The Chairman/ Managing Director  
**Parenteral Drugs (India) Limited**  
340, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (West), Mumbai  
M.H. - 400 053

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot process conducted as per the Companies Act, 2013 and Allied Rules**

The Board of Directors of the Company at their Meeting held on 13<sup>th</sup> February, 2017 appointed me as the Scrutinizer to ensure that the process of Postal Ballot is conducted in a fair and transparent manner and in due compliance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force.

The Company has sought the approval of the members for the following resolution:

Resolution No.	Description of Resolution	Type of Resolution
1.	Approval for Sale of Undertaking by way of Slump Sale to wholly owned subsidiary for a lump-sum consideration of Rs. 84.29/- Crores. (Rupees Eighty Four Crores Twenty Lacs Only).	Special

**I, submit my report as under:**

1. As per the information provided to me, the Company had completed the dispatch of postal ballot notice, along with the postal ballot form on 18<sup>th</sup> February, 2017 by electronic as well as physical mode to all such members, whose names appeared on the register of members as on 13<sup>th</sup> February, 2017.
2. Advertisement containing relevant details as required by Rules, 2014 were published in Financial Express (English) dated 19<sup>th</sup> February, 2017 and Aplam Mahanagar (Marathi) dated 19<sup>th</sup> February, 2017.

3. The Postal Ballot process commenced from Sunday, 19<sup>th</sup> February, 2017 at 9.00 a.m. and ended on Monday, 20<sup>th</sup> March, 2017 at 05.00 p.m. (both days inclusive).
4. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on cut-off date i.e. on Monday, 13<sup>th</sup> February, 2017.
5. The Particulars of all Postal Ballot forms received from the Equity Shareholders have been maintained in a separate register in electronic mode.
6. All Postal Ballot forms received up to 05.00 p.m. on 20<sup>th</sup> March, 2017, being the last time and date fixed by the Company for receipt of the Postal Ballot forms have been considered for scrutiny. Any form received after the said date and time have not been considered for scrutiny.
7. There was no incomplete, unsigned or incomplete or incorrect Postal Ballot Forms. There was no defaced or mutilated ballot paper.
8. The Postal Ballot and all other papers relating to Postal Ballot will be handed over to the Company for safe preservation of the same after consideration, approval and signing of the minutes of Postal Ballot voting by the Chairman.
9. The details of the result of the scrutiny of Postal Ballot Forms received including voting by electronic means with respect to the proposed resolution is given below:

(i) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	15	5869	100%
Electronic (e-voting)	37	21860147	100%
<b>Total</b>	<b>52</b>	<b>21866016</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	N.A.
Electronic (e-voting)	3	1700	100%
<b>Total</b>	<b>3</b>	<b>1700</b>	<b>100%</b>



*Maheshwari*

(iii) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NA
Electronic (E-voting)	NIL	NA
<b>Total</b>	<b>NIL</b>	<b>NA</b>

From the aforesaid reported position it is observed that the votes cast by Equity Shareholder in favour of the special resolution sought to be approved by them are more than requisite majority votes cast.

The Postal Ballot Forms and other related papers/ Register and records and pertaining to the postal ballot are being separately handed over to the Managing Director of the Company for safe custody.

A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" the aforesaid resolution is enclosed.

You may kindly consider the aforesaid position of the votes cast by the Equity Shareholders, through postal ballot, in favour of the resolution and declare the result accordingly.

Thanking you

Yours Sincerely

For Archana Maheshwari & Co.,  
Company Secretaries

*Archana Maheshwari*



Archana Maheshwari, Proprietor  
Scrutinizer  
Practicing Company Secretary  
C. P. No.: 12034; Membership No.: 21469

Date: 21<sup>st</sup> March, 2017

Place: Indore