



SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015]

To,

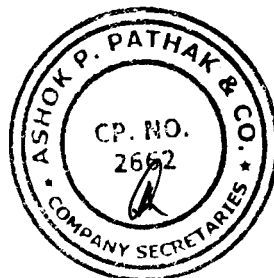
The Chairman,
Extra Ordinary General Meeting of the Equity Share Holders
of Dishman Pharmaceuticals and Chemicals Limited on
14th August, 2015 at 10.00 a.m. At
H.T. Parekh Hall, 1st Floor, Ahmedabad Management Association,
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

Dear Sir,

I, Ashok P. Pathak, Proprietor of M/s. Ashok P. Pathak & Co., Company Secretaries, having office at F / 904, Titanium City Centre, 100 ft Anandnagar Road, Nr. Indian Oil Petrol Pump, Satellite, Ahmedabad – 380015 have been appointed as Scrutinizer of Dishman Pharmaceuticals and Chemicals Limited (“the Company”) for the purpose of scrutinizing the voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (“the Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, to conduct the remote e-voting process, and as per the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the physical Ballot Forms received from the shareholders in respect of the resolution passed at the Extra Ordinary General Meeting of the Equity Shareholders of the Company, held on Friday, 14th August, 2015 at 10.00 a.m. at H.T. Parekh Hall, 1st Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015. I submit the report as under :

1. The voting period for remote e-voting commenced on Tuesday, 11th August, 2015, 09.00 a.m and ended on Thursday, 13th August, 2015, 05.00 p.m. and the CDSL e-voting platform was blocked thereafter.

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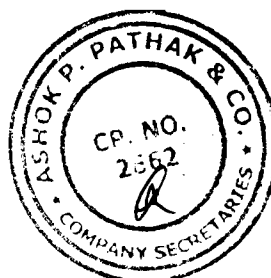


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2. The shareholders holding shares as on the "cut-off" date i.e. 07th August, 2015 were entitled to vote on the proposed resolution (as set out in the Notice of the EGM of the Company)
3. After the time fixed for closing of the poll by the Chairman, 1(One) ballot/ polling box kept for polling was locked/sealed in the presence of members and proxies with due identification marks placed by me.
4. The locked/sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. Details of Name and Folio No. / DP ID Client ID of the Shareholders who had participated in remote e-voting through CDSL were obtained in advance and blocked for the purpose of issuing Poll Papers. Poll Papers were issued to those members present at the Extra Ordinary General Meeting who had not voted through e-voting.
6. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
7. The votes cast through remote e-voting were unblocked after counting of votes cast by poll at the EGM on 14th August, 2015 in the presence of two witnesses CS Margi Hindia and Ms. Kashmira Chavda who are not in the employment of the company, and who have signed below in confirmation of the votes being unblocked in their presence.

CS Margi Hindia

Kashmira Chavda



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8. There were no cases where the Shareholders, who have voted through remote e-voting as well as in poll taken at EGM.
9. Thereafter, the details containing, inter-alia, Total No. of Folios (Sixty-Two), who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Systems Limited (<http://evotingindia.co.in>).
10. The consolidated results of poll and remote e-voting, for the Resolution mentioned in the Notice of Extra Ordinary General Meeting, is as under :

1. Appointment of Statutory Auditors to fill casual vacancy.

Total No. of Shareholders	94		
Total No. of Shares	57868255		
Receipt of Ballot Forms	32		
		Number of Votes/Folio	Number of shares
Total votes cast through e- voting	A	62	57775793
Total Votes cast through Ballot forms received	B	32	92462
Grand Total of e- voting/ Ballot Form (A+B)	C	94	57868255
Less: Invalid e- voting/ Ballot Forms (On account of both for/against option indicated)	D	1	20
Net e-voting/ Ballot Forms in favour or against (C-D)	E	93	57868235

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(i) Voted in favour of the Resolution :

Number of members voted through electronic voting system and Poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
91	57768805	99.83

(ii) Voted against the Resolution :

Number of members voted through electronic voting system and Poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	99430	0.17

(iii) Invalid Votes (IV)/ Not Voted (NV):

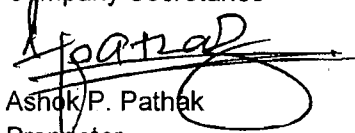
Total number of members whose votes were declared IV/NV	Total number of votes
1	20

11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

12. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,

Yours faithfully,
For, Ashok P. Pathak & Co.
Company Secretaries


Ashok P. Pathak
Proprietor
ACS 9939 CP 2662

Counter Signed By


Janmejy R. Vyas
Chairman

Dishman Pharmaceuticals and Chemicals Limited

Place : Ahmedabad
Date : 14/08/2015

