



Report of Scrutinizer

[Pursuant to sections 108 & 109 of the companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

July 03, 2024

**To,
The Chairman of 31st Annual General Meeting
Bharat Parenterals Limited
Survey No.: 144 & 146,
Jarod Samlaya Road,
Vill. Haripura, Ta. Savli,
Dist.: Vadodara, Gujarat- 391520**

Dear Chairman,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility to the shareholders during the 31st Annual General Meeting ("AGM") of Bharat Parenterals Limited

I, Jigar Trivedi, Practicing Company Secretary have been appointed by the Board of Directors of Bharat Parenterals Limited ("the company") as the Scrutinizer to ensure that the process of remote e-Voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") and E-voting facility provided to the shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means ("VC /OAVM") on the below mentioned resolutions proposed at the 31st AGM of the members of the company held on Tuesday, 02nd July, 2024 at 11:00 A.M. IST, I submit my report as under:

By resolution of the Board of Directors dated June 10, 2024 of the Company, I the undersigned have been appointed as the Scrutinizer to ensure that the process of remote e-Voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and Poll Process under Section 109 of the Act, at the meeting are complied with in respect of the 31st Annual General Meeting of the Company held on July 02, 2024 in accordance with the aforesaid rules.

It is the responsibility of the management of the Company to ensure that the compliance with the requirements of the (i) Companies Act, 2013 and rules made there under (ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (iii) In terms of General Circular No. 14/2020 dated 08.04.2020 (EGM Circular I), General Circular No. 17/2020 dated 13.04.2020 (EGM Circular-II), General Circular No. 20/2020 dated 05.05.2020 (AGM Circular-III) and General Circular No. 22/2020 dated 15.06.2020 (EGM Circular-IV), Circular No. 02 dated 13th January, 2021, Circular No. 19/2021 & 20/2021 dated December 08, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and

Circular no. SEBI / HO/CFD/-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the SEBI (Collectively hereinafter collectively referred to as “SEBI”/“MCA Circulars”) and (iv) Secretarial Standard-2 on general meetings issued by the Institute of Company Secretaries of India, relating to the remote e-Voting facility and E-voting facility to the shareholders during the AGM.

In compliance of the above Circulars, the AGM of the Company was held through Video Conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at the common venue.

My responsibilities as a scrutinizer for remote e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast “In favour” or “Against” the Resolutions and “Invalid” votes, based on the Reports generated from e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

This report is being made to enable you to declare the results of the resolutions proposed to be passed at the aforesaid AGM of the Company.

1. The Company sent Notice dated June 10, 2024 convening the AGM held on 2nd July, 2024 along with Statement setting out material facts under Section 102 of the Companies Act, 2013 through electronic means i.e. on the registered email IDs only to those members whose email address are registered with the Company, RTA or CDSL/NSDL.
2. The notice clearly indicated the process and manner for electronic voting during the AGM and also the time schedule of remote e-voting from Friday, 28th June, 2024, 9:00 A.M. and ended on Monday, 1st July, 2024, 05:00 P.M during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
3. The Company has entered into an arrangement with the 'National Securities Depository Limited (“NSDL”), the authorized agency to provide remote e-voting facilities for the voting through the electronic means to all the members who were eligible to take part in the remote e-voting and also for E-voting facility provided to members to cast their votes during the AGM.
4. The remote E-voting period remained open from Friday, 28th June, 2024, 9:00 A.M. and ended on Monday, 1st July, 2024, 05:00 P.M
5. The E-voting facility was available to members during AGM & facility was closed after 15 minutes of conclusion of AGM.

6. The equity shareholders holding shares as on the “cut-off” date i.e. 25th June, 2024 were entitled to vote on the proposed resolution as set out in the 31st Annual General Meeting of Equity shareholders of the company.
7. After closure of Electronic Voting at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Tuesday, July 02, 2024 at around 11:55 PM in presence of two witnesses who are not in employment of the company

Consolidated Report on result of voting through electronic means and E-voting conducted during the AGM are as under:

Resolution No. 1 (ORDINARY RESOLUTION)

To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.

(i) Votes **in Favour** of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	54	4561803	100
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes **against** the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting	0	0
E-voting at AGM conducted through VC / OAVM	0	0

Resolution No. 2 (ORDINARY RESOLUTION)

To declare final dividend of ₹1/- (10%) per Ordinary (equity) Share Face value of ₹10/- each for the Financial Year 2023-24.

(i) Votes **in Favour** of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	54	4561803	100
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes **against** the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes*:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting*	0	0
E-voting at AGM conducted through VC / OAVM	0	0

Resolution No. 3 (ORDINARY RESOLUTION):

To appoint a Director in place of Mr. Hemang J Shah (DIN: 03024324), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment

(i) Votes **in Favour** of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	54	4561803	100
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes **against** the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting	0	0
E-voting at AGM conducted through VC / OAVM	0	0

Resolution No. 4 (ORDINARY RESOLUTION):

To Consider and ratify the remuneration payable to CMA Chetan Gandhi, Cost Accountants For The Financial Year Ending March 31, 2025.

(i) Votes in Favour of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	54	4561803	100
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes against the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting	0	0
E-voting at AGM conducted through VC / OAVM	0	0

Resolution No. 5 (ORDINARY RESOLUTION):

To Approve the Related Party Transactions

(i) Votes **in Favour** of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	49	3012867	66.04
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes against the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes*:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting	5	1548936
E-voting at AGM conducted through VC / OAVM	0	0

*Votes casted by a member consider as invalid considering the related party / relative of a related party to the proposed resolution.

Resolution No. 6 (SPECIAL RESOLUTION):

To Increase In Threshold Limits For Granting Loans/ Guarantees, Providing Securities And Making Investments In Securities Under Section 186 Of The Companies Act, 2013:

(i) Votes **in Favour** of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	50	3031217	100
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes against the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes*:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting	4	1530586
E-voting at AGM conducted through VC / OAVM	0	0

*Votes casted by a member consider as invalid considering the related party / relative of a related party to the proposed resolution.

Resolution No. 7 (SPECIAL RESOLUTION):

To Approve Issuance of Equity Shares on Preferential Basis for consideration other than Cash:

(i) Votes **in Favour** of the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	54	4561803	100
E-voting at AGM conducted through VC / OAVM	0	0	0

(ii) Votes against the Resolution:

Voting Description	Number of members who voted	Number of Votes Cast by them	% of total number of valid votes cast
Voting through Remote E-voting	0	0	0
E-voting at AGM conducted through VC / OAVM	0	0	0

(iii) Invalid/Absent Votes*:

Voting Description	Number of members who voted	Number of Votes Cast by them
Voting through Remote E-voting	0	0
E-voting at AGM conducted through VC / OAVM	0	0

