



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]

September 28, 2022

**To,
The Chairman of 29th 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 29th 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 29th AGM of the members of the company held on Tuesday, 27th September, 2022 at 10:30 A.M. IST, I submit my report as under:

By resolution of the Board of Directors dated August 29, 2022 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 29th Annual General Meeting of the Company held on September 27, 2022 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 and Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “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 August 29, 2022 convening the AGM held on 27th September, 2022 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 Saturday, 24th September, 2022, 9:00 A.M. and ended on Monday, 26th September, 2022, 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 Saturday, 24th September, 2022, 9:00 A.M. and ended on Monday, 26th September, 2022, 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. 20th September, 2022 were entitled to vote on the proposed resolution as set out in the 29th 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, September 27, 2022 at around 11:15 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:

(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	40	4312489	99.99%
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	4	539	0.01%
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 appoint a Director in place of Mr Hemang J Shah

(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	38	4295564	99.95%
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	5	2114	0.05%
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*	1	15350
E-voting at AGM conducted through VC / OAVM	0	0

* Participation of one member through remote e-voting holding 15350 shares consider 'Invalid' as being interested party member not considered as eligible to vote on these particular resolution.

Resolution No. 3 (ORDINARY RESOLUTION):

To Re-appoint Statutory Auditors of the company”

(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	40	4312489	99.99
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	4	539	0.01
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:

(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	39	4310914	99.95
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	5	2114	0.05%
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 Transaction:

(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	31	34782	94.27
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	5	2114	5.73
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	8	4276132
E-voting at AGM conducted through VC / OAVM	0	0

* Participation of eight member through remote e-voting holding 4276132 shares consider 'Invalid' as being 'related party' member not considered as eligible to vote on these particular resolution

Resolution No. 6 (ORDINARY RESOLUTION):

“To increase Authorised Share Capital of the company

(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	40	4312489	99.99%
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	4	539	0.01%
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. 7 (ORDINARY RESOLUTION):

To approve the material related party transactions of the company:

(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	31	34782	94.27
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	5	2114	5.73
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	8	4276132
E-voting at AGM conducted through VC / OAVM	0	0

Resolution No. 8 (SPECIAL RESOLUTION):

“To re-appoint Mrs. Zankhana Bimalkumar Sheth as Independent Director of the company (Special Resolution):”

(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	39	4310914	99.95%
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	5	2114	0.05%
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

* Participation of eight member through remote e-voting holding 4276132 shares consider 'Invalid' as being 'related party' member not considered as eligible to vote on these particular resolution

Resolution No. 9 (SPECIAL RESOLUTION):

“To approve Loans and Investments Guarantee Or security to be made under Section 185 Of 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	39	4310914	99.95%
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	5	2114	0.05%
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

Note:

All relevant records relating to Remote e-voting as well as electronic voting at the AGM of the Company shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same shall be handed over to the Compliance Officer for safe keeping.

Thanking you,

For, Jigar Trivedi & Co.,
Company Secretaries

Date: September 28, 2022

Place: Ahmedabad

(Jigar Trivedi)
(M. No: 46488)
(C.P. No. 18483)
PR Cert No. 2278/2022
UDIN: A046488D001068498

Name Of witnesses of unblocking of Remote E-Voting

Hemant Trivedi

Hardik Chavda

Countersigned by:

For, Bharat Parenterals Limited

Lubhanshi Jhalani
Company Secretary