



SCRUTINIZER'S REPORT

ON POSTAL BALLOT (E-VOTING) OF GENPHARMASEC LTD

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman & Managing Director
GENPHARMASEC LTD
Office No. 104 & 105 (1st Floor),
Gundecha Industrial Premises Co-Operative Society Ltd.,
Akurli Road, Kandivali (East), Mumbai - 400101.
Maharashtra, India.

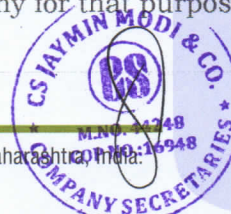
Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice 28th December, 2022.

Dear Sir,

We, Jaymin Modi & Co, Practicing Company Secretary having office at A/302, Om Mahavir CHSL, Navghar Cross S.V Road, Bhayander (East). Thane, was appointed as a Scrutinizer by the Board of Directors of GENPHARMASEC LTD ('the Company') dated 28th December, 2022, for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated 28th December, 2022 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and 20/2021 dated 8th December 2021 and General Circular No. 20/2020 dated 05.05.2022 respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS - 2") issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, if any, the resolution as stated in the Postal Ballot Notice was put before the Member(s) of the Company for Voting through remote e-voting by electronic means and ballot forms.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated 28th December, 2022, is the responsibility of management. Our responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and ballot forms, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of NSDL the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.



I hereby report as under:

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of (i) the company Act, 2013 and the rules made there under and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting by electronic means for the resolution stated in the Postal Ballot Notice.

Scrutinizer's Responsibility

Our responsibility as a scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on e-voting and postal ballot forms(if applicable) received till the time fixed for closing of the voting process.

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on 30th December, 2022 about the dispatch of Notice in 'Active Times' in English and 'Mumbai Lakshadweep' in Marathi.
4. The Company dispatched the Notice by email on December 29, 2022 to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e., 23rd December, 2022.
5. The voting through remote e-voting facility commenced on Saturday, 31st December 2022 from 9.00 a.m. (IST) and ended on Sunday, 29th January 2023 5.00 p.m. (IST) being the last date for remote e-voting. The remote e-voting during this period was considered for my scrutiny.
6. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on NSDL Website was unblocked by me on 30th January, 2023 at 12.15 PM. (IST) in the presence of two independent witnesses who are not in employment of the Company.
7. The results of voting are as under:
 - a) Special Resolution

TO APPOINT MR. SACHIN APHANDKAR [DIN: 08715329] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

- **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
Electronic (e-voting)	113	167237614	99.99%
Ballot Forms	NIL	NIL	0.00%
Total	113	167237614	99.99%

• 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
Electronic (e-voting)	10	13720	0.001%
Ballot Forms	0	0	0.00%
Total	10	13720	0.001%

• Invalid Votes

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

Thus, the Special Resolution as contained in Item No.1 is passed with requisite majority.

b) Special Resolution

TO APPOINT MR. MAYUR BHARATBHAI BHATT [DIN: 08715614] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

• 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
Electronic (e-voting)	113	167228809	99.99%
Ballot Forms	NIL	NIL	0.00%
Total	113	167228809	99.99%

• 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
Electronic (e-voting)	9	22475	0.01%
Ballot Forms	0	0	0.00%



Total	9	22475	0.01%
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• **Invalid Votes**

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

Thus, the Special Resolution as contained in Item No. 2 is passed with requisite majority.

c) Special Resolution

TO APPOINT MR. SIDDHESH SHANKAR SHENDE [DIN: 09629926] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

• **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
Electronic (e-voting)	114	167237864	99.99%
Ballot Forms	NIL	NIL	0.00%
Total	114	167237864	99.99%

• **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
Electronic (e-voting)	8	13420	0.001%
Ballot Forms	0	0	0.00%
Total	8	13420	0.001%

• **Invalid Votes**

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
Total	Nil	Nil	NA

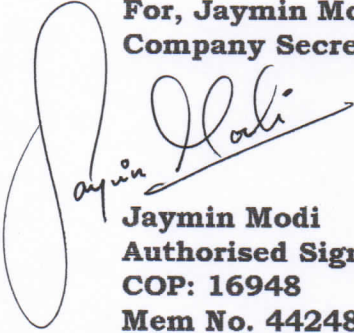
Thus, the Special Resolution as contained in Item No. 3 is passed with requisite majority.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Resolution's mentioned in the Notice.



All relevant records in relation to the postal ballot voting including voting by electronic means are handed over to the management of the Company.

**For, Jaymin Modi & Co.
Company Secretaries**



**Jaymin Modi
Authorised Signatory
COP: 16948
Mem No. 44248
PRC: 2146/2022
UDIN: A044248D003071461**



**Place: Mumbai
Date: 30.01.2023**