



**Consolidated Report on voting through e-voting and poll at AGM**

To,  
The Chairman,  
95th Annual General Meeting of the Equity Shareholders of  
**ANGLO-FRENCH DRUGS AND INDUSTRIES LIMITED** held on August 13, 2018 at 4.30 pm  
held at Hotel Abhimaani Vasathi, #2/9, Dr. Rajkumar Road, Rajajinagar,  
Bengaluru - 560010

Dear Sir,

I, Swaroop S, of M/s. Swaroop Suri and Associates, Practising Company Secretaries having the office address at # 216, First & Third Floor, Maruthi Nilaya, 4<sup>th</sup> Cross, Cubbonpet, Bangalore 560002, Karnataka, having been appointed as Scrutinizer of **ANGLO-FRENCH DRUGS AND INDUSTRIES LIMITED** ("the Company"), in its Annual General Meeting held on August 13, 2017 to conduct the e-voting and poll at AGM in a fair and transparent manner for the following resolution:

Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including Audited consolidated Financial Statements) of the Company, for the financial year ended 31<sup>st</sup> March 2018 together with the Report of the Board of Directors and Auditors thereon.

Ordinary Resolution

To appoint a Director in place of Shri. Sanatkumar Shirali, (DIN: 05260386), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution

To ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the ordinary resolution passed by the members at 94<sup>th</sup> Annual General Meeting of the Company held on 21.9.2017 and the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies ( Audit and Auditors) Rules 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) the appointment of M/s KAMG & Associates, Chartered Accountants (FRN:311027E), as Statutory Auditors of the Company, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified."



### Ordinary Resolution

To Consider, and if thought fit to pass with or without modification the following resolution as an Ordinary resolution.

To consider and ratify the Appointment of Cost Auditors for Cost Audit of Formulations and to fix the Remuneration for the financial year 2018-19.

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to G.M. & Associates, Cost Accountants (Firm Registration No.000574) appointed by the Board as Cost Auditors of the Company, to conduct the audit of Cost records of the company for the Financial Year 2018-19 amounting to Rs.60,000/- per annum, including out of pocket expenses in connection with the aforesaid audit is hereby ratified.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary to give effect to this resolution.

### Special Resolution

To consider, and if thought fit to pass with or without modification the following resolution as a Special resolution.

To consider and approve borrowing powers of the Company up to Rs.70 Crores.

**“RESOLVED THAT** in supersession of the resolution passed in this regard at the 71st Annual General Meeting of the Company held on 30th June 1994 and 91st Annual General Meeting of the Company held on 27th October 2014, under section 293(1)(d) of the Companies Act, 1956, and pursuant to the provision of section 180(1) (c) of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the company to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of business of the company, from one or more Banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies borrowed together with the monies already borrowed (apart from temporary Loans obtained by the Company’s bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.70 Crores (Rupees Seventy Crores only).

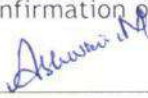
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”





I submit my report as under:

1. The dispatch of notice (s), forms/ or electronic ballot and postage prepaid business reply envelope(s) was completed on July 19, 2018.
2. The members holding shares as on "relevant date" i.e., August 6, 2018 were entitled to vote on the proposed resolution by e-voting or voting through poll at AGM.
3. An advertisement regarding dispatch of notice was published in Financial Express and Hosadigantha as on July 22, 2018.
4. The Shareholders of the Company had an option of e-voting or poll at the AGM. Shareholders opting to vote through e-voting facility, cast their votes on the designated website ([www.evoting.nSDL.com](http://www.evoting.nSDL.com)).
5. The voting through electronic means commenced from 9:00 AM of 10<sup>th</sup> August, 2018 to 05:00 PM of 12<sup>th</sup> August, 2018.
6. With the support of M/s. Canbank Computer Services Limited, Registrar and Transfer Agent ('RTA') of the Company, the poll papers were scrutinized and signatures of Members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
7. A final electronic report of the e-voting was generated by me accessing the data available to me from the website [www.evoting.nSDL.com](http://www.evoting.nSDL.com) of NSDL. The votes were unblocked by me in presence of two witnesses, , Ms. Ashwini M, residing at No. 490, 5<sup>th</sup> Main, 10<sup>th</sup> Cross, NGEF Layout, Mallathahalli, Bangalore - 560056 and Ms. Nidhi Parekh, residing at No. 35, 1st main road, 2nd stage, Okalipuram, Bangalore - 560021 who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Name: Ashwini M



Name: Nidhi Parekh

8. The particulars of poll papers received from the Members in physical form(s) and electronic voting report generated from NSDL (the Authorized Agency for e-voting) have been entered in a separate register maintained for the purpose.
9. The proxy forms received by post/courier/by hand and the poll papers received at the AGM were kept under our safe custody. The electronic ballots were maintained by the NSDL in electronic registry.
10. There were no poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



11. Details of Invalid Votes:

Total number of invalid Polling Paper	Total no. of votes cast by them
0	0

12. The consolidated report on the results of the voting through ballot paper and e-voting are as under:

**Resolution No. 1:**

To receive, consider and adopt the Audited Financial Statements (including Audited consolidated Financial Statements) of the Company, for the financial year ended 31<sup>st</sup> March 2018 together with the Report of the Board of Directors and Auditors thereon.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
	1	2	3	4	5	6	7
<b>Mode of voting (Poll Paper)</b>							
Promoter and Promoter Group	701745	701745	100%	701745	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	1975	1975	100%	1975	-	100%	-
<b>Mode of voting (e-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	390	390	100%	390	-	100%	-



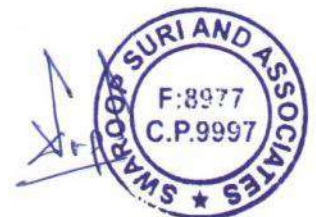
**Resolution No. 2**

To appoint a Director in place of Shri. Sanatkumar Shirali, (DIN: 05260386), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri. Sanatkumar Manjunath Shirali (DIN: 05260386) as a Director, to the extent that he is required to retire by rotation.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
1	2	3	3	4	5	6	7
<b>Mode of voting (Poll Paper)</b>							
Promoter and Promoter Group	701745	701745	100%	701745	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	1975	1975	100%	1975	-	100%	-
<b>Mode of voting (e-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	390	390	100%	390	-	100%	-





### Resolution No. 3

To ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the ordinary resolution passed by the members at 94<sup>th</sup> Annual General Meeting of the Company held on 21.9.2017 and the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies ( Audit and Auditors) Rules 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) the appointment of M/s KAMG & Associates, Chartered Accountants (FRN:311027E), as Statutory Auditors of the Company, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.”

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
	1	2	3	4	5	6	7
<b>Mode of voting (Poll Paper)</b>							
Promoter and Promoter Group	701745	701745	100%	701745	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	1975	1975	100%	1975	-	100%	-
<b>Mode of voting (e-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	390	390	100%	390	-	100%	-



Resolution No. 4

To Consider, and if thought fit to pass with or without modification the following resolution as an Ordinary resolution.

To consider and ratify the Appointment of Cost Auditors for Cost Audit of Formulations and to fix the Remuneration for the financial year 2018-19.

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to G.M. & Associates, Cost Accountants (Firm Registration No.000574) appointed by the Board as Cost Auditors of the Company, to conduct the audit of Cost records of the company for the Financial Year 2018-19 amounting to Rs.60,000/- per annum, including out of pocket expenses in connection with the aforesaid audit is hereby ratified.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary to give effect to this resolution.

Type of Resolution: **Ordinary**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
<b>Mode of voting (Poll Paper)</b>							
Promoter and Promoter Group	701745	701745	100%	701745	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	1975	1975	100%	1975	-	100%	-
<b>Mode of voting (e-voting)</b>							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	390	390	100%	390	-	100%	-



Resolution No. 5

To consider, and if thought fit to pass with or without modification the following resolution as a Special resolution.

To consider and approve borrowing powers of the Company up to Rs.70 Crores.

“RESOLVED THAT in supersession of the resolution passed in this regard at the 71st Annual General Meeting of the Company held on 30th June 1994 and 91st Annual General Meeting of the Company held on 27th October 2014, under section 293(1)(d) of the Companies Act, 1956, and pursuant to the provision of section 180(1) (c) of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the company to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of business of the company, from one or more Banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies borrowed together with the monies already borrowed (apart from temporary Loans obtained by the Company’s bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.70 Crores (Rupees Seventy Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

Type of Resolution: **Special**

Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
	1	2	3	4	5	6	7
<b>Mode of voting (Poll Paper)</b>							
Promoter and Promoter Group	701745	701745	100%	701745	-	100%	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	1975	1975	100%	1975	-	100%	-





Mode of voting (e-voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public Institutions	-	-	-	-	-	-	-
Public Non-Institutions Group	390	390	100%	390	-	100%	-

13. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully




Place: Bangalore  
Dated: 13.08.2018



**SCRUTINIZER'S REPORT**

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

To,

The Chairman,  
95th Annual General Meeting of the Equity Shareholders of  
**ANGLO-FRENCH DRUGS AND INDUSTRIES LIMITED** held on August 13, 2018 at 4.30 pm  
held at Hotel Abhimaani Vasathi, #2/9, Dr. Rajkumar Road, Rajajinagar, Bengaluru -  
560010

Dear Sir,

I, Swaroop S of M/s Swaroop Suri & Associates, Practising Company Secretaries having the office address at # 216, First & Third Floor, Maruthi Nilaya, 4<sup>th</sup> Cross, Cubbonpet, Bangalore 560002, Karnataka, have been appointed as Scrutinizer of **ANGLO-FRENCH DRUGS AND INDUSTRIES LIMITED ("the Company")**, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, through Postal Ballot, submit our report as under:

1. The e-voting facility was made available to shareholders from 9:00 AM of 10<sup>th</sup> August, 2018 to 05:00 PM of 12<sup>th</sup> August, 2018.
2. The shareholders holding shares as on "cut off" date, i.e., 6<sup>th</sup> August, 2018 were entitled to vote for the proposed five (5) resolutions (item 1 to 5 as set out in the Notice).
3. The votes cast through e-voting process were unblocked at 4:40 pm on August 13, 2018 in the presence of two witnesses, Ms. Ashwini M, residing at No. 490, 5<sup>th</sup> Main, 10<sup>th</sup> Cross, NGEF Layout, Mallathahalli, Bangalore 560056 and Ms. Nidhi Parekh, residing at No. 35, 1st main road, 2nd stage, Okalipuram, Bangalore - 560021 who are not in employment of the Company.  
They have signed below in confirmation of votes being unblocked in their presence.



Name: Ashwini M



Name: Nidhi Parekh

4. Further, all the e-voting data containing the list of shareholders, their votes casted "for" or "against" the resolutions were downloaded from portal of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

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5. The result of the e-voting is as under:

**a. Resolution 1**

To receive, consider and adopt the Audited Financial Statements (including Audited consolidated Financial Statements) of the Company, for the financial year ended 31<sup>st</sup> March 2018 together with the Report of the Board of Directors and Auditors thereon.

i. Voted in **favour** of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	390	100%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



**b. Resolution 2**

To appoint a Director in place of Shri. Sanatkumar Shirali, (DIN: 05260386), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri. Sanatkumar Manjunath Shirali (DIN: 05260386) as a Director, to the extent that he is required to retire by rotation.

i. Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	390	100%

ii. Voted against the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-





c. Resolution 3

To ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the ordinary resolution passed by the members at 94<sup>th</sup> Annual General Meeting of the Company held on 21.9.2017 and the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies ( Audit and Auditors) Rules 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) the appointment of M/s KAMG & Associates, Chartered Accountants (FRN:311027E), as Statutory Auditors of the Company, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.”

i. Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	390	100%

ii. Voted against the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
-	-	-

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



d. Resolution 4

To Consider, and if thought fit to pass with or without modification the following resolution as an Ordinary resolution.

To consider and ratify the Appointment of Cost Auditors for Cost Audit of Formulations and to fix the Remuneration for the financial year 2018-19.

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to G.M. & Associates, Cost Accountants (Firm Registration No.000574) appointed by the Board as Cost Auditors of the Company, to conduct the audit of Cost records of the company for the Financial Year 2018-19 amounting to Rs.60,000/- per annum, including out of pocket expenses in connection with the aforesaid audit is hereby ratified.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary to give effect to this resolution.

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	390	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them





e. Resolution 5

To consider, and if thought fit to pass with or without modification the following resolution as a Special resolution.

To consider and approve borrowing powers of the Company up to Rs.70 Crores.

**"RESOLVED THAT** in supersession of the resolution passed in this regard at the 71st Annual General Meeting of the Company held on 30th June 1994 and 91st Annual General Meeting of the Company held on 27th October 2014, under section 293(1)(d) of the Companies Act, 1956, and pursuant to the provision of section 180(1) (c) of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the company to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of business of the company, from one or more Banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies borrowed together with the monies already borrowed (apart from temporary Loans obtained by the Company's bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.70 Crores (Rupees Seventy Crores only).

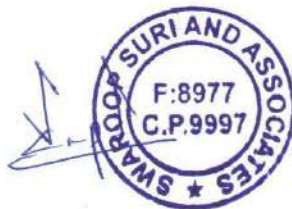
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	390	100%

(ii) Voted against the resolution:

Number of Members voted through electronic voting system provided by NSDL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast



(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

6. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully



Place: Bangalore  
Dated: 13.08.2018