



COMBINED SCRUTINIZER'S REPORT

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

To

Mr.VeluruGovindaRajulu,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Neuland Laboratories Limited, held on 30<sup>th</sup> day of May, 2017, at 3:30 p.m. (15:30 Hours), at Hotel Taj Krishna, Situated at Road No.1, MandaManzil, Banjara Hills, Hyderabad – 500034, Telangana, India.

Sub: Combined Report on electronic voting carried out during 27<sup>th</sup> day of May, 2017, 09:00 AM to 29<sup>th</sup> day of May, 2017, 05:00 PM and on Physical voting conducted through poll at the Tribunal Convened Meeting (TCM) of Equity Shareholders of M/s. Neuland Laboratories Limited held on 30<sup>th</sup> day of May, 2017.

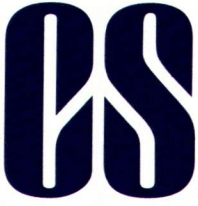
Dear Sir,

With reference to the above subject, I, U.K. Gayathri, Practicing Company Secretary, state that I was appointed as a scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 07<sup>th</sup> day of May, 2016, for scrutinizing the E-voting process during 27<sup>th</sup> day of May, 2017, 09:00 AM to 29<sup>th</sup> day of May, 2017, 05:00 PM and for scrutinizing the poll process at the physical voting conducted through poll on 30<sup>th</sup> day of May, 2017, at the Tribunal Convened Meeting of the Equity Shareholders of M/s. Neuland Laboratories Limited at Hotel Taj Krishna, Situated at Road No.1, MandaManzil, Banjara Hills, Hyderabad – 500034, Telangana, India, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the item of business as provided in the notice dated 14<sup>th</sup> day of April, 2017.

I report as under:

1. The Company availed the services of M/s. Karvy Computershare Private Limited (hereinafter referred to as the "Service Provider") to offer the electronic voting facility to its shareholders. The E-voting facility was offered and kept open by the Company to its Shareholders during the period 27<sup>th</sup> day of May, 2017, 09:00 AM to 29<sup>th</sup> day of May, 2017, 05:00 PM. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 23<sup>rd</sup> day of May, 2017 (i.e. cut-off date) were allowed to participate and vote electronically on the item of business during the aforesaid period of E-voting. On 30<sup>th</sup> day of May, 2017, the votes cast through E-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.

At the Tribunal Convened meeting of the Equity Shareholders of the Company held on Tuesday, the 30<sup>th</sup> of May, 2017, at 3:30 p.m. (15:30 Hours), at Hotel Taj Krishna, Situated at Road No.1, MandaManzil, Banjara Hills, Hyderabad – 500034, Telangana, India, a Poll was conducted at the venue, for the shareholders who attended the meeting and did not participate in the E-voting facility provided during 27<sup>th</sup> day of May, 2017,



**U.K. Gayathri** B.Com, ACS  
Company Secretary in Practice

09:00 AM to 29<sup>th</sup> day of May, 2017, 05:00 PM to cast their votes through poll at the Tribunal Convened meeting.

2. Subsequent to the completion of voting process at the Tribunal Convened meeting, the votes cast by the shareholders at the Tribunal Convened meeting were diligently scrutinized by me. The votes cast at the Tribunal Convened meeting were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
3. The resolution proposed was passed with requisite majority. I am herewith enclosing the details of votes cast through E-voting during 27<sup>th</sup> day of May, 2017, 09:00 AM to 29<sup>th</sup> day of May, 2017, 05:00 PM and details of the voting at the Tribunal Convened Meeting on the resolution is annexed as Annexure I.
4. The poll papers and relevant records relating to electronic voting and Poll at Tribunal Convened meeting were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking You,

Yours faithfully,

U.K. Gayathri  
Practicing Company Secretary  
Scrutinizer for Tribunal Convened Meeting of the Company  
M.No. A39543 / C.P.No. 14782

Place: Hyderabad  
Date: 01.06.2017





ANNEXURE – 1

The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the E-voting website of M/s. Karvy Computershare Private Limited i.e. [evoting.karvy.com](http://evoting.karvy.com) and based on such data, the result of E-voting is as under:

ITEM: Extra – Ordinary Special Resolution (majority in number and special in value)

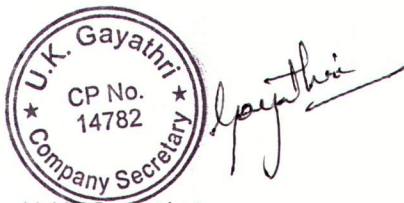
To consider and approve the Scheme of Amalgamation and Arrangement between Neuland Laboratories Limited (Transferee Company) and Neuland Health Sciences Private Limited (First Transferor Company) and Neuland Pharma Research Private Limited (Second Transferor Company) and their respective Shareholders and Creditors of the Company:

| Particulars                      | No.of members voted | No.of votes cast | % of total no. of valid votes cast |
|----------------------------------|---------------------|------------------|------------------------------------|
| Voted in favor of the resolution | 169                 | 5289672          | 99.69                              |

| Particulars                  | No.of members voted | No.of votes cast | % of total no. of valid votes cast |
|------------------------------|---------------------|------------------|------------------------------------|
| Voted against the resolution | 1                   | 16431            | 0.31                               |

Invalid votes:

| Total no. of members whose votes were declared invalid | Total no. of votes cast by them |
|--------------------------------------------------------|---------------------------------|
| Nil                                                    | Nil                             |



U.K. Gayathri  
Practicing Company Secretary  
Scrutinizer appointed by the Tribunal  
M.No. A39543 / C.P.No. 14782

Place: Hyderabad  
Date: 01.06.2017