

**BY FAX AND CONFIRMATORY COPY BY HAND DELIVERY / REGISTERED POST**

6<sup>th</sup> August, 2015

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
27<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023

Dear Sir,

Re: **Outcome of the Annual General Meeting held on 4<sup>th</sup> August, 2015**

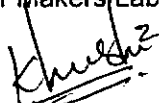
Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the details of the resolutions passed at the Annual General Meeting of the Company held on 4<sup>th</sup> August, 2015.

In this regard, kindly note that all the eight (8) resolutions placed before the shareholders have been passed by requisite majority.

We are also enclosing herewith the report of the Scrutinizer for your records.

Thanking you

Yours faithfully  
For Makers Laboratories Limited

  
Khushbu Thakkar  
Company Secretary

Cc: 1) The Secretary  
Ahmedabad Stock Exchange Limited  
Kamdhenu Complex, Opp Sahajanand College  
Panjara Pole, Ahmedabad 380 015.

**Outcome of the Annual General Meeting as per Clause 35A of the Listing Agreement.**

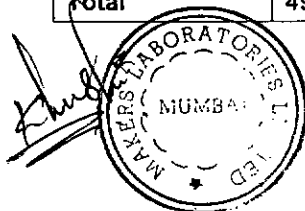
|    |  |                              |
|----|--|------------------------------|
| 1. | Date of the Annual General Meeting   | 4 <sup>th</sup> August, 2015 |
| 2. | Total number of shareholders on record date                                  | 4,173                        |
| 3. | No. of shareholders present in the meeting either in person or through proxy | 43                           |
|    | Promoters and Promoters Group  | 6                            |
|    | Public   | 37                           |
| 4. | No. of shareholders attended the meeting through video conferencing          | Nil                          |
|    | Promoters and Promoter Group   | Nil                          |
|    | Public   | Nil                          |

**Resolution 1 - Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the year ended 31<sup>st</sup> March, 2015**

| Promoter/Public              | 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 on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group  | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others                | 20,46,933          | 45,249              | 2.21%                                   | 45,249                  | Nil                    | 100.00%                              | Nil                                |
| <b>Total</b>                 | <b>49,16,980</b>   | <b>29,15,196</b>    | <b>59.29%</b>                           | <b>29,15,196</b>        | <b>Nil</b>             | <b>100.00%</b>                       | <b>Nil</b>                         |

**Resolution 2 - To declare dividend on equity shares (Re. 1/- per share - 10%)**

| Promoter/Public              | 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 on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                      | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group  | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947                | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders | 100                | Nil                 | Nil                                     | Nil                      | Nil                    | Nil                                  | Nil                                |
| Public Others                | 20,46,933          | 44,949              | 2.20%                                   | 44,949                   | Nil                    | 100.00%                              | Nil                                |
| <b>Total</b>                 | <b>49,16,980</b>   | <b>29,14,896</b>    | <b>59.28%</b>                           | <b>29,14,896</b>         | <b>Nil</b>             | <b>100.00%</b>                       | <b>Nil</b>                         |

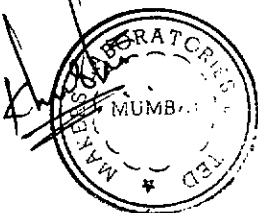


: 2 :

| Resolution 3 – Re-appointment of Mr. Saahil Parikh as Director |                    |                     |   |                         |                        |                                      |                                    |
|--|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public  | 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 on votes polled | % of votes against on votes polled |
|  | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group                                    | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders                                   | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others  | 20,46,933          | 45,249              | 2.21%                                   | 45,249                  | Nil                    | 100.00%                              | Nil                                |
| Total  | 49,16,980          | 29,15,196           | 59.29%                                  | 29,15,196               | Nil                    | 100.00%                              | Nil                                |

| Resolution 4 - Appointment of Auditors and fixing their remuneration |                    |                     |   |                         |                        |                                      |                                    |
|--|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public  | 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 on votes polled | % of votes against on votes polled |
|  | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group  | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders   | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others  | 20,46,933          | 45,249              | 2.21%                                   | 45,249                  | Nil                    | 100.00%                              | Nil                                |
| Total  | 49,16,980          | 29,15,196           | 59.29%                                  | 29,15,196               | Nil                    | 100.00%                              | Nil                                |

| Resolution 5 – Appointment of Mr. Saahil Parikh as Wholetime Director |                    |                     |   |                         |                        |                                      |                                    |
|---|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | 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 on votes polled | % of votes against on votes polled |
|   | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group   | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders  | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others   | 20,46,933          | 45,249              | 2.21%                                   | 45,249                  | Nil                    | 100.00%                              | Nil                                |
| Total   | 49,16,980          | 29,15,196           | 59.29%                                  | 29,15,196               | Nil                    | 100.00%                              | Nil                                |

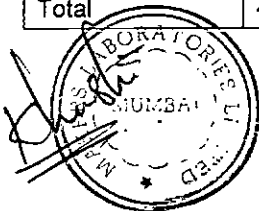


: 3 :

| Resolution 6 - Appointment of Mrs. Purnima Jain as Wholetime Director |                    |                     |   |                         |                        |                                      |                                    |
|---|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | 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 on votes polled | % of votes against on votes polled |
|   | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group   | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders  | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others   | 20,46,933          | 45,233              | 2.21%                                   | 45,233                  | Nil                    | 100.00%                              | Nil                                |
| Total   | 49,16,980          | 29,15,180           | 59.29%                                  | 29,15,180               | Nil                    | 100.00%                              | Nil                                |

| Resolution 7 - Remuneration payable to Cost Auditors |                    |                     |   |                         |                        |                                      |                                    |
|--|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public                                      | 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 on votes polled | % of votes against on votes polled |
|  | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group                          | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders                         | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others  | 20,46,933          | 45,249              | 2.21%                                   | 45,249                  | Nil                    | 100.00%                              | Nil                                |
| Total  | 49,16,980          | 29,15,196           | 59.29%                                  | 29,15,196               | Nil                    | 100.00%                              | Nil                                |

| Resolution 8 - Adoption of new Articles of Association of the Company |                    |                     |   |                         |                        |                                      |                                    |
|---|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | 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 on votes polled | % of votes against on votes polled |
|   | (1)                | (2)                 | (3) = [(2)/(1)]*100                     | (4)                     | (5)                    | (6) = [(4)/(2)]*100                  | (7) = [(5)/(2)]*100                |
| Promoter and Promoter Group   | 28,69,947          | 28,69,947           | 100.00%                                 | 28,69,947               | Nil                    | 100.00%                              | Nil                                |
| Public Institutional holders  | 100                | Nil                 | Nil                                     | Nil                     | Nil                    | Nil                                  | Nil                                |
| Public Others   | 20,46,933          | 45,249              | 2.21%                                   | 45,249                  | Nil                    | 100.00%                              | Nil                                |
| Total   | 49,16,980          | 29,15,196           | 59.29%                                  | 29,15,196               | Nil                    | 100.00%                              | Nil                                |



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Makers Laboratories Limited  
54-D, Kandivli Industrial Estate,  
Charkop, Kandivali (West),  
Mumbai - 400067

**CERTIFIED TRUE COPY**

For Makers Laboratories Limited

  
Company Secretary

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Makers Laboratories Limited held on Tuesday, August 04, 2015 at 11.00 a.m.**

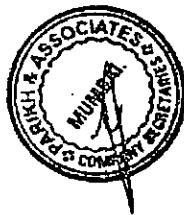
I, Jigyasa N. Ved, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Makers Laboratories Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Makers Laboratories Limited held on Tuesday, August 04, 2015 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 04, 2015.

The Notice dated May 29, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.



The shareholders of the company holding shares as on the "cut-off" date of July 29, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Saturday, August 01, 2015 at 09:00 a.m. (IST) and ended on Monday, August 03, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. No Physical Ballots were received.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution****Adoption of:**

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and

**(i) Voted in favour of the resolution:**

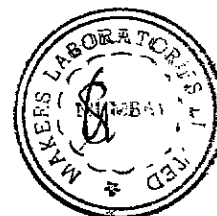
| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 49                      | 2915196                      | 100.00                                |

**(ii) Voted against the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

**(iii) Invalid votes:**

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |



**Resolution 2: Ordinary Resolution****To declare Dividend on Equity Shares for the financial year 2014-15.****(i) Voted in favour of the resolution:**

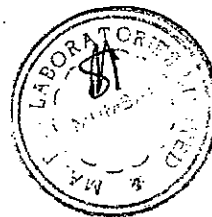
| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 48                      | 2914896                      | 100.00                                |

**(ii) Voted against the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

**(iii) Invalid votes:**

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |





**Resolution 3: Ordinary Resolution**

**Appointment of a Director in place of Mr. Saahil Parikh (DIN 00400079), who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 49                      | 2915196                      | 100.00                                |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |



**Resolution 4: Ordinary Resolution****Appointment of Auditors and fixing of their remuneration.****(i) Voted in favour of the resolution:**

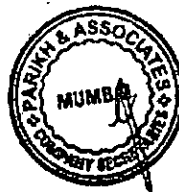
| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 49                      | 2915196                      | 100.00                                |

**(ii) Voted against the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

**(iii) Invalid votes:**

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |



**Resolution 5: Ordinary Resolution**

**Re-appointment of and Remuneration payable to Mr. Saahil Parikh (DIN 00400079) as Wholetime Director of the Company.**

**(i) Voted in favour of the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 49                      | 2915196                      | 100.00                                |

**(ii) Voted against the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

**(iii) Invalid votes:**

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |



## Resolution 6 : Ordinary Resolution

Re-appointment of and Remuneration payable to Mrs. Purnima Jain (DIN 00937041) as Wholetime Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 48                      | 2915180                      | 100.00                                |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |



**Resolution 7: Ordinary Resolution**

**Remuneration payable to M/s Kale & Associate, Cost Accountants (Firm Registration No. 101144), Cost Auditors of the company for the FY 2015-2016.**

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 49                      | 2915196                      | 100.00                                |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |



**Resolution 8: Special Resolution****Adoption of new Articles Of Association of the Company.****(i) Voted in favour of the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 49                      | 2915196                      | 100.00                                |


**(ii) Voted against the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| Nil                     | Nil                          | N.A.                                  |

**(iii) Invalid votes:**

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| Nil   | N.A.                         |

Thanking you,  
Yours faithfully,

  
Jigyasa N. Ved  
Parikh & Associates  
Practising Company Secretary  
FCS: 6488 CP: 6018  
111, 11<sup>th</sup> Floor, SaiDwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053



Place: Mumbai  
Dated: August 04, 2015

For Makers Laboratories  
limited

S. V. Joyalke

S. V. Joyalke

Chairman of the Meeting

