



Scrutinizer's Report on e-voting
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi)
of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Granules India Limited,
2nd Floor, 3rd Block,
My Home Hub, Madhapur,
Hyderabad – 500 081.
Telangana, India.

Dear Sir,

I, Dhanunjaya Kumar Alla, Partner, Dhanunjaya & Haranath Chartered Accountants, Hyderabad, have been appointed by the Board of Directors of Granules India Limited (The Company) as scrutinizer 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 as per the provisions of section 108 of the Companies Act, 2013, read with Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 for the proposed resolutions as contained in the notice of the 23rd Annual General Meeting (AGM) of the members of the company, to be held on 28th August, 2014 at 4.00 P.M at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TG), India.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice to the 23rd AGM of the members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a report on the votes cast "in favour" or "against" the said resolutions, based on the reports generated from the e-voting system provided by Karvy Computer Share Pvt Ltd, the authorized agency to provide e-voting facilities, engaged by the company.

We submit our report as under:

- I. The e-voting period remained open from Friday, 22nd August, 2014 (9:00 AM IST) to Sunday, 24th August, 2014 (5:00 PM IST).
- II. The members of the company as on the "cut-off" date i.e., Friday, 25th July, 2014 were entitled to vote as set out in the notice of the 23rd AGM of the company.





- III. The votes cast were unblocked from the e-voting website of Karvy Computer Share Pvt Ltd (<http://www.evoting.karvy.com>) on Tuesday, August 26, 2014 around 10:30 AM in the presence of two witnesses, Mr.Mangaraju.D and Ms.Sugandhi. Reddy G.V who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

D.Mangaraju

G.V.Sugandhi Reddy

- IV. Thereafter, the details containing inter alia, list of shareholders, who voted "for" or "against" as set out in the notice of the 23rd AGM of the company that were put to vote, were generated from the e-voting website of Karvy Computer Share Pvt Ltd and based upon such reports generated, the result of the e-voting is annexed.

All the relevant records of electronic voting remain in our safe custody until the Chairman considers, approved and signs the minutes of the 23rd AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,

For DHANUNJAYA & HARANATH
Chartered Accountants
Firm Reg No. 014288S

DHANUNJAYA KUMAR ALLU
PARTNER
Mem. No.206446



Place : Hyderabad
Date : 26th August, 2014

GRANULES INDIA LIMITED
RESULTS OF E-VOTING

Annexure

Resolution No. & Types of Resolution (OR) & Special Resolution (SR)	Description	Total No. of votes cast	Votes in favour of the resolution				Votes against the resolution			Invalid / Abstained votes		
			No. of members voted through e-voting system	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through e-voting system	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through e-voting system	No. of invalid/abstained votes cast	% of total number of invalid/abstained votes cast	
1. OR	Consider and adopt Audited Financial Statement as on Reports of Board of Directors & Auditors thereon.	165,775	15	142,634	86.04	1	23,141	13.96	-	-	-	
2. OR	Declaration of Final Dividend on Equity Shares @ Rs. 3.5 per share.	165,775	16	165,775	100.00	-	-	-	-	-	-	
3. OR	Re-appointment of Mrs. C. Uma Devi who retires by rotation.	165,775	6	21,981	13.26	10	143,794	86.74	-	-	-	
4. OR	Re-appointment of statutory auditors and fixing their remuneration.	165,775	14	143,869	92.72	1	11,294	7.28	1	10,612	6.40	
5. SR	Alteration of Clause 36(a) of the Articles of Association.	165,775	16	165,775	100.00	-	-	-	-	-	-	
6. SR	Alteration of Clause 30 of Articles of Association.	165,775	6	21,981	13.26	10	143,794	86.74	-	-	-	
7. SR	Appointment of Mr. L.S. Sarma (DIN-00009530) as an Independent Director	165,775	16	165,775	100.00	-	-	-	-	-	-	
8. SR	Appointment of Mr. A. P. Kurian (DIN-00008022) as an Independent Director	165,775	6	21,981	13.26	10	143,794	86.74	-	-	-	
9. SR	Appointment of Mr. C. Parthasarathy (DIN-00079232) as an Independent Director	165,775	6	21,981	13.26	10	143,794	86.74	-	-	-	
10. SR	Appointment of Dr. Krishna Murthy Ella (DIN-00072071) as an Independent Director	165,775	6	21,981	13.26	10	143,794	86.74	-	-	-	
11. SR	Appointment of Mr. A. Arun Rao (DIN-00876993) as an Independent Director	165,775	16	165,775	100.00	-	-	-	-	-	-	
12. SR	Re-appointment of Mr. C. Krishna Prasad (DIN-00020180) as Managing Director as well as Chairman of the Company	165,775	14	143,869	86.79	2	21,906	13.21	-	-	-	
13. SR	Approval of purchase agreement with Granules Biocause Pharmaceutical Co. Ltd. USA Inc.	165,775	16	165,775	100.00	-	-	-	-	-	-	
14. SR	Approval of supply agreement with Granules USA Inc.	165,775	16	165,775	100.00	-	-	-	-	-	-	

Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "abstain/invalid".



For DHANUNJAYA & HARANATH
Chartered Accountants

DHANUNJAYA KUMAR ALLA
Partner
M. No. 206446



FORM No. MGT - 13
REPORT OF SCRUTINIZER

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

To,
The Chairman,

23rd Annual General Meeting (AGM) of the Equity Shareholders of Granules India Limited held on Thursday, 28th August, 2014 at 4:00 PM at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TG), India.

Dear Sir,

I, Dhanunjaya Kumar Alla, Partner, Dhanunjaya & Haranath Chartered Accountants, Hyderabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23rd AGM of the Equity shareholders of the Company (Company) held on Thursday, 28th August, 2014 at 4:00 PM at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TG), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, Karvy Computershare Private Limited, Hyderabad and the authorizations/proxies lodged with the Company.
3. The poll papers 102 no's, which were incomplete and/or otherwise found defective have been treated as invalid and were kept separately.
4. The result of the poll is attached herewith as Annexure.





5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstain from voting for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

DHANUNJAYA & HARANATH
Chartered Accountants
Firm Reg No. 014288S


DHANUNJAYA KUMAR ALLA
Partner
Mem No: 206446



Place : Hyderabad
Date : August 28, 2014


Witness 1: D. Mangaraju


Witness 2: K.V. Srinivasa Rao

GRANULES INDIA LIMITED
RESULTS OF POLL

Annexure

Resolution No. & Types of Resolution Ordinary Resolution (OR) & Special Resolution (SR)	Description	Total No. of votes cast	Votes in favour of the resolution				Votes against the resolution			Invalid / Abstained votes	
			No. of members voted through Poll system	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through poll system	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through poll system	No. of invalid/ abstained votes cast	% of total number of invalid /abstained votes cast
		1	2	3	4=(3)/(1)%	5	6	7=(6)/(1)%	8	9	10=(9)/(1)%
1.OR	Consider and adopt Audited Financial Statement as on Reports of Board of Directors & Auditors thereon.	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
2.OR	Declaration of Final Dividend on Equity Shares @ Rs. 3.5 per share.	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
3.OR	Re-appointment of Mrs. C. Uma Devi who retires by rotation.	1,00,34,852	96	8,59,475	100.00%	-	-	-	6	91,75,377	91.44%
4.OR	Re-appointment of statutory auditors and fixing their remuneration.	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
5.SR	Alteration of Clause 36(a) of the Articles of Association.	1,00,34,852	100	1,00,34,552	100.00%	-	-	-	2	300	0.00%
6.SR	Alteration of Clause 30 of Articles of Association.	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
7.SR	Appointment of Mr. L.S. Sama (DIN-00009530) as an Independent Director	1,00,34,852	100	1,00,09,246	100.00%	-	-	-	2	25,606	0.26%
8.SR	Appointment of Mr. A. P. Kurian (DIN-00008022) as an Independent Director	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
9.SR	Appointment of Mr. C. Parthasarathy (DIN- 00079232)as an Independent Director	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
10.SR	Appointment of Dr. Krishna Murthy Ella (DIN- 00072071) as an Independent Director	1,00,34,852	101	1,00,34,752	100.00%	-	-	-	1	100	0.00%
11.SR	Appointment of Mr. A. Arun Rao (DIN-00876993) as an Independent Director	1,00,34,852	100	1,00,09,752	100.00%	-	-	-	2	25,100	0.25%
12.SR	Re-appointment of Mr. C. Krishna Prasad (DIN- 00020180) as Managing Director as well as Chairman of the Company	1,00,34,852	96	8,59,475	100.00%	-	-	-	6	91,75,377	91.44%
13.SR	Approval of purchase agreement with Granules Biocause Pharmaceutical Co. Ltd.,	1,00,34,852	91	6,26,686	100.00%	-	-	-	11	94,08,166	93.75%
14.SR	Approval of supply agreement with Granules USA Inc.	1,00,34,852	92	6,26,886	100.00%	-	-	-	10	94,07,966	93.75%

Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "abstained/invalid".





**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR
GRANULES INDIA LIMITED**

To,
The Chairman,

23rd Annual General Meeting (AGM) of the Equity Shareholders of Granules India Limited (Company) held on 28th August, 2014 at 04:00 P.M. at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad - 500 034 (TG), India.

Dear Sir,

I, Dhanunjaya Kumar Alla, Partner, Dhanunjaya and Haranath Chartered Accountants, Hyderabad, appointed as Scrutinizer for the e-voting and for the Poll held at the 23rd AGM of the Company on 28th August, 2014.

The Company had appointed Karvy Computershare Pvt Ltd as the service provider, for executing the facility of electronic voting to the Shareholders of the Company from Friday, 22nd August, 2014(9:00 AM IST) to Sunday, 24th August, 2014 (5:00 PM IST) all the resolutions set forth in the AGM notice. The e-voting results were unblocked by me on 26th August, 2014 in the presence of two witnesses and the details are given in scrutinizer report on e-voting dated 26th August, 2014.

At the 23rd AGM of the Company held on 28th August, 2014, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. For further details kindly refer to my Scrutinizer report in Form MGT-13 dated 28th August, 2014.

The results of the e-voting together with that of the Poll are annexed herewith.

All the resolutions stands passed under e-voting and Poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

DHANUNJAYA AND HARANATH
Chartered Accountants
Firm Reg. No. 014288S

DHANUNJAYA KUMAR ALLA
Partner
Mem. No. 206446



Place: Hyderabad
Date: 28th August, 2014

GRANULES INDIA LIMITED
RESULTS OF E-VOTING & POLL

Annexure

Resolution No. & Types of Resolution (OR) & Special Resolution (SR)	Description	Total No. of votes cast	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstained votes		
			No. of members voted through Poll system	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through poll system.	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through poll system	No. of invalid/ abstained votes cast	% of total invalid /abstained votes cast
1. OR	Consider and adopt Audited Financial Statement as on Reports of Board of Directors & Auditors thereon.	1,02,00,627	116	1,01,77,386	99.77%	1	23,141	0.23%	1	100	0.00%
2. OR	Declaration of Final Dividend on Equity Shares @ Rs. 3.5 per share.	1,02,00,627	117	1,02,00,527	100.00%	-	-	-	1	100	0.00%
3. OR	Re-appointment of Mrs. C. Uma Devi who retires by rotation.	1,02,00,627	102	8,81,456	85.97%	10	1,43,794	14.03%	6	91,75,377	89.95%
4. OR	Re-appointment of statutory auditors and fixing their remuneration.	1,02,00,627	115	1,01,78,621	99.89%	1	11,294	0.11%	2	10,712	0.11%
5. SR	Alteration of Clause 36(a) of the Articles of Association.	1,02,00,627	116	1,02,00,327	100.00%	-	-	-	2	300	0.00%
6. SR	Alteration of Clause 30 of Articles of Association.	1,02,00,627	107	1,00,56,733	98.59%	10	1,43,794	1.41%	1	100	0.00%
7. SR	Appointment of Mr. L.S. Samra (DIN-00009530) as an Independent Director	1,02,00,627	116	1,01,75,021	100.00%	-	-	-	2	25,606	0.25%
8. SR	Appointment of Mr. A. P. Kurlan (DIN-00008022) as an Independent Director	1,02,00,627	107	1,00,56,733	98.59%	10	1,43,794	1.41%	1	100	0.00%
9. SR	Appointment of Mr. C. Parthasarathy (DIN- 00079232) as an Independent Director	1,02,00,627	107	1,00,56,733	98.59%	10	1,43,794	1.41%	1	100	0.00%
10. SR	Appointment of Dr. Krishna Murthy Elia (DIN- 00072071) as an Independent Director	1,02,00,627	107	1,00,56,733	98.59%	10	1,43,794	1.41%	1	100	0.00%
11. SR	Appointment of Mr. A. Arun Rao (DIN-00876993) as an Independent Director	1,02,00,627	116	1,01,75,527	100.00%	-	-	-	2	25,100	0.25%
12. SR	Re-appointment of Mr. C. Krishna Prasad (DIN-00020180) as Managing Director as well as Chairman of the Company	1,02,00,627	110	10,03,344	97.86%	2	21,906	2.14%	6	91,75,377	89.95%
13. SR	Approval of purchase agreement with Granules Biocause Pharmaceutical Co. Ltd.,	1,02,00,627	107	7,92,461	100.00%	-	-	-	11	94,08,166	92.23%
14. SR	Approval of supply agreement with Granules USA Inc.	1,02,00,627	108	7,92,661	100.00%	-	-	-	10	94,07,966	92.23%

Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "Abstained/Invalid".

