



# EMAMI FRANK ROSS LTD.

Date: 11.03.2017

The Secretary  
The Calcutta Stock Exchange Association Limited  
7, Lyons Range  
Kolkata-700001

Dear Sir,

**Sub: Compliance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting results of the Extra-Ordinary General Meeting (EOGM) held on 11<sup>th</sup> March, 2017**

We would like to inform you that Extra-Ordinary General Meeting (EOGM) of the company was held on Saturday, 11<sup>th</sup> March, 2017 at the registered office of the Company at 7, Jawaharlal Nehru Road, Kolkata-700013 all resolutions have been passed with requisite majority at the EOGM of the Company as set out in the Notice convening the meeting.

Mr. Sandip Kumar Kejriwal, FCS, Practicing Company Secretary, holding CP No. 3821 was the Scrutiniser and has submitted his report on the results of the voting at the Extra-ordinary General Meeting to the Chairman of the Meeting and same is attached herewith.

In Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results in the prescribed format along with the Scrutinizer's Report.

This is for your information & record.

Thanking You

Yours faithfully

  
Encl: As above



Emami Group Venture

Emami Frank Ross Ltd., 7, Jawaharlal Nehru Road, Kolkata - 700 013, Phone : 2228 6042 / 0066 / 0067, Fax : 2228 5821

E-mail : info@frankrosspharmacy.com, Website : www.frankrosspharmacy.com

CIN No. L24232WB1919PLC003123



# EMAMI FRANK ROSS LTD.

## Disclosure of Voting Results by listed entities in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|   |                              |
|---|------------------------------|
| Date of EOGM  | 11 <sup>th</sup> March, 2017 |
| Total number of Shareholders as on record date (04.03.2017)                   | 196                          |
| No. of shareholders present in the meeting either in person or through proxy: |                              |
| Promoter & Promoter group   | 13                           |
| Public  | 11                           |
| <b>Total</b>  |                              |
| No. of shareholders attended the meeting through Video Conferencing:          | NA                           |
| Promoter & Promoter group   |                              |
| Public  |                              |
| <b>Total</b>  |                              |

### Agenda - wise Disclosure

| I Special Business  |                               |                        | Approval of increase in Authorised Capital and Alteration in Memorandum of Association of the Company. |   |                            |                          |  |  |
|---|-------------------------------|------------------------|--|---|----------------------------|--------------------------|--|--|
| Resolution required (Ordinary/Special)                                    |                               |                        | Special  |   |                            |                          |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |  |   |                            |                          |  |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)  | % of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-Voting                      | 1559800                | 1559800  | 100   | 1559800                    | 0                        | 100  | 0.00   |
|   | Poll                          |                        | 0  | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA   | NA  | NA                         | NA                       | NA   | NA   |
|   | <b>TOTAL</b>                  |                        | 1559800  | 100   | 1559800                    | 0                        | 100  | 0.00   |
| Public- Institution   | E-Voting                      | 390                    | 0  | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Poll                          |                        | 0  | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA   | NA  | NA                         | NA                       | NA   | NA   |
|   | <b>TOTAL</b>                  |                        | 0  | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
| Public- Non Institution   | E-Voting                      | 522517                 | 395507   | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
|   | Poll                          |                        | 0  | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA   | NA  | NA                         | NA                       | NA   | NA   |
|   | <b>TOTAL</b>                  |                        | 395507   | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
| <b>TOTAL</b>  |                               | <b>2082707</b>         |  |   |                            |                          |  |  |



Emami Group Venture

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| 2 Special Business  |                               | Authorize Board of Directors to invite and issue Preference Shares |                         |   |                            |                          |  |  |
|---|-------------------------------|--|-------------------------|---|----------------------------|--------------------------|--|--|
| Resolution required (Ordinary/Special)                                    |                               | Special  |                         |   |                            |                          |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |  |                         |   |                            |                          |  |  |
| Category  | Mode of Voting                | No. of shares held (1)   | No. of votes polled (2) | % of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-Voting                      | 1559800  | 1559800                 | 100   | 1559800                    | 0                        | 100  | 0.00   |
|   | Poll                          |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |  | NA                      | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |  | 1559800                 | 100   | 1559800                    | 0                        | 100  | 0.00   |
| Public-tititution   | E-Voting                      | 390  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Poll                          |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |  | NA                      | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
| Public- Non Institution   | E-Voting                      | 522517   | 395507                  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
|   | Poll                          |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |  | NA                      | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |  | 395507                  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
| <b>TOTAL</b>  |                               | <b>2082707</b>   |                         |   |                            |                          |  |  |

| 3 Special Business  |                               | Approval of Borrowing Powers u/s 180 (1) (c) |                         |   |                            |                          |  |  |
|---|-------------------------------|--|-------------------------|---|----------------------------|--------------------------|--|--|
| Resolution required (Ordinary/Special)                                    |                               | Special                                      |                         |   |                            |                          |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |  |                         |   |                            |                          |  |  |
| Category  | Mode of Voting                | No. of shares held (1)                       | No. of votes polled (2) | % of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-Voting                      | 1559800                                      | 1559800                 | 100   | 1559800                    | 0                        | 100  | 0.00   |
|   | Poll                          |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |  | NA                      | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |  | 1559800                 | 100   | 1559800                    | 0                        | 100  | 0.00   |
| Public-Institution  | E-Voting                      | 390  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Poll                          |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |  | NA                      | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
| Public- Non Institution   | E-Voting                      | 522517                                       | 395507                  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
|   | Poll                          |  | 0                       | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |  | NA                      | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |  | 395507                  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
| <b>TOTAL</b>  |                               | <b>2082707</b>                               |                         |   |                            |                          |  |  |



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**EMAMI FRANK ROSS LTD.**

| 4 Special Business  |                               |                        | Authorize Board of Directors to invite and issue Non-Convertible Debentures |   |                            |                          |  |  |
|---|-------------------------------|------------------------|---|---|----------------------------|--------------------------|--|--|
| Resolution required (Ordinary/Special)                                    |                               |                        | Special   |   |                            |                          |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |   |   |                            |                          |  |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-Voting                      | 1559800                | 1559800   | 100   | 1559800                    | 0                        | 100  | 0.00   |
|   | Poll                          |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA  | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |                        | 1559800   | 100   | 1559800                    | 0                        | 100  | 0.00   |
| Public-Institution  | E-Voting                      | 390                    | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Poll                          |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA  | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
| Public- Non Institution   | E-Voting                      | 522517                 | 395507  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
|   | Poll                          |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA  | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |                        | 395507  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
| <b>TOTAL</b>  |                               | <b>2082707</b>         |   |   |                            |                          |  |  |

| 5 Special Business  |                               |                        | Approval to give power to Board to give any loan, guarantee or acquiring by way of subscription in any other body corporate in excess of limit prescribed in section 186. |   |                            |                          |  |  |
|---|-------------------------------|------------------------|---|---|----------------------------|--------------------------|--|--|
| Resolution required (Ordinary/Special)                                    |                               |                        | Special   |   |                            |                          |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                        |   |   |                            |                          |  |  |
| Category  | Mode of Voting                | No. of shares held (1) | No. of votes polled (2)   | % of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group   | E-Voting                      | 1559800                | 1559800   | 100   | 1559800                    | 0                        | 100  | 0.00   |
|   | Poll                          |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA  | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |                        | 1559800   | 100   | 1559800                    | 0                        | 100  | 0.00   |
| Public-Institution  | E-Voting                      | 390                    | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Poll                          |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA  | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
| Public- Non Institution   | E-Voting                      | 522517                 | 395507  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
|   | Poll                          |                        | 0   | 0.00  | 0                          | 0                        | 0.00   | 0.00   |
|   | Postal Ballot (if applicable) |                        | NA  | NA  | NA                         | NA                       | NA   | NA   |
|   | TOTAL                         |                        | 395507  | 75.69   | 395507                     | 0                        | 75.69  | 0.00   |
| <b>TOTAL</b>  |                               | <b>2082707</b>         |   |   |                            |                          |  |  |



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CIN No. L24232WB1919PLC003123

FORM NO. MGT-13

**Consolidated Report of Scrutinizer**

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

To,

The Chairman  
Emami Frank Ross Limited (CIN: L24232WB1919PLC003123)  
7 Jawaharlal Nehru Road  
Kolkata-700013

Reg: Consolidated Scrutinizer Report on remote e Voting and ballot voting at the Extra-ordinary General Meeting of the Company held on 11<sup>th</sup> March, 2017.

Dear Sir,

I, as a scrutinizer, hereby submit my Consolidated Report on the Result of the Remote E-voting (during the period commencing from Wednesday, 08<sup>th</sup> March, 2017 from 10:00 a.m. and ends on Friday, 10<sup>th</sup> March, 2017 5:00 p.m. (IST)) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Appointment) Rules, 2014 and Amendment Rules, 2015, as per notice dated 14<sup>th</sup> February, 2017 for the Extra-ordinary General Meeting held on Saturday 11<sup>th</sup> March, 2017 at 11:00 A.M. in respect of the under mentioned Resolutions:

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to remote e-voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the Extra-ordinary General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic voting and by use of ballot are conducted in a fair and transparent manner and render Consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.



**Resolution No. 1-As Special Resolution:**

To consider and approve the increase in Authorised Capital and Alteration in Memorandum of Association of the Company.

(i) Voted in favour of the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 25                            | 1955307                      | 100                                   |
| Ballot voting at the Meeting | 0                             | 0                            | 0                                     |

(ii) Voted against the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 0                             | 0                            | 0.00                                  |
| Ballot Voting at the meeting | 0                             | 0                            | 0.00                                  |

(iii) Invalid Votes

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

Based on the aforesaid results, I report that Special Resolution as contained in Item no. 1 of Notice dated 14<sup>th</sup> February, 2017, has been passed with requisite majority.

**Resolution No. 2-As Special Resolution:**

To Authorize Board of Directors to invite subscription, issue and allot Preference Shares on private placement basis.

(i) Voted in favour of the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 25                            | 1955307                      | 100                                   |
| Ballot voting at the Meeting | 0                             | 0                            | 0                                     |



(ii) Voted against the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 0                             | 0                            | 0.00                                  |
| Ballot voting at the Meeting | 0                             | 0                            | 0                                     |

(iii) Invalid Votes

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

Based on the aforesaid results, I report that Special Resolution as contained in Item no. 2 of Notice dated 14<sup>th</sup> February, 2017 has been passed with requisite majority.

**Resolution No. 3-As Special Resolution:**

To authorise Board under section 180 (1)(c) to borrow monies together with the monies already borrowed which may exceed the aggregate of paid-up share capital and free reserves at any time shall not exceed the limit of Rs 500 crore.

(i) Voted in favour of the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 25                            | 1955307                      | 100                                   |
| Ballot voting at the Meeting | 0                             | 0                            | 0                                     |

(ii) Voted against the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 0                             | 0                            | 0.00                                  |
| Ballot Voting at the meeting | 0                             | 0                            | 0                                     |





(iii) Invalid Votes

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

Based on the aforesaid results, I report that Special Resolution as contained in Item no. 3 of Notice dated 14<sup>th</sup> February, 2017 has been passed with requisite majority.

**Resolution No. 4-As Special Resolution:**

To Authorize Board of Directors to invite subscription, issue and allot Non-Convertible Debentures on private placement basis.

(i) Voted in favour of the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 25                            | 1955307                      | 100                                   |
| Ballot voting at the Meeting | 0                             | 0                            | 0                                     |

(ii) Voted against the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 0                             | 0                            | 0.00                                  |
| Ballot voting at the meeting | 0                             | 0                            | 0                                     |

(iii) Invalid Votes

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

Based on the aforesaid results, I report that Special Resolution as contained in Item no. 4 of Notice dated 14<sup>th</sup> February, 2017 has been passed with requisite majority.





**Resolution No. 5-As Special Resolution:**

To authorize Board of Directors to give loan, provide guarantee or security in connection with loan or make investment by way of subscription, purchase or otherwise the securities of body corporate upto Rs. 400 crores under section 186 of the Companies Act, 2013:

(i) Voted in favour of the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 25                            | 1955307                      | 100                                   |
| Ballot voting at the Meeting | 0                             | 0                            | 0                                     |

(ii) Voted against the Resolution:

| Mode of Voting               | Total number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------------|------------------------------|---------------------------------------|
| Remote E-voting              | 0                             | 0                            | 0.00                                  |
| Ballot voting at the meeting | 0                             | 0                            | 0                                     |

(iii) Invalid Votes

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

Based on the aforesaid results, I report that Special Resolution as contained in Item no. 5 of Notice dated 14<sup>th</sup> February, 2017 has been passed with requisite majority.

My aforesaid Report of the votes cast "in favour" or "against" the resolutions and invalid votes are based on the report generated from the e-voting system provided by Central Depository services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the company, and the voting facility provide by Company by way of poll/ ballot to the shareholders who did not cast their vote through remote e-voting facility.



All relevant records of electronic voting will remain in our safe custody, until the Chairman considers, approves and signs the minutes of the Extra-ordinary General Meeting of the Company and the same shall be handed over thereafter to the Chairman/ Company secretary for safe keeping.

Thanking You.

Yours Sincerely,



Sandip Kumar Kejriwal  
Company Secretary  
[C.P No.-3821]  
[FCS No.-5152]



Place: Kolkata

Date: 11.03.2017