

SPANJ
& ASSOCIATES
Company Secretaries
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CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
25th Annual General Meeting of the
Equity Shareholders of
CLARIS LIFESCIENCES LIMITED
[CIN : U85110GJ1994PLC022543],
Held on 21st September, 2020 at 3.00 P.M.
through Video Conferencing (VC)/otherAudio Visual Means (OAVM)

Dear Sir,

I, Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries in Practice having office at TF/1, AnisonBldg, 3rd Floor, State Bank of India Lane, Swastik Soc., Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009, have been appointed as Scrutinizer by the Board of Directors of **CLARIS LIFESCIENCES LIMITED** [CIN : U85110GJ1994PLC022543] ("the Company") for the purpose of scrutinizing the process of voting through electronic means on the resolutions contained in the notice dated 20th August, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Twenty Fifth Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Monday, 21st September, 2020 at 3:00 PM through VC / OAVM.

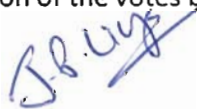
1. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

*Tf/1, Anison Complex, 3rd Floor, SBI Lane, Nr. Stadium Circle, C. G. Road, Navrangpura,
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2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, MCA Circulars relating to voting through electronic means (by remote e-voting and e-voting at AGM) the resolutions proposed in the Notice of the 25th Annual General Meeting of the Company is the responsibility of the management. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems. Our responsibility as a Scrutinizer for e-voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" if any, the resolutions contained in the Notice, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and documents furnished to me electronically by the Company and/or CDSL for my verification.
3. In accordance with the Notice of 25th Annual General Meeting sent to shareholders, the voting through remote e-voting started on 17th September, 2020 (10:00 am) and ended on 20th September, 2020 (5:00 pm).
4. The Equity Shareholders holding shares as on the "cut off" date i.e. Monday, 14th September, 2020 were entitled to vote on the proposed resolutions (Item no. 01 to 04 as set out in the Notice of the 25th Annual General Meeting of the Equity Shareholders of the Company).
5. The votes cast were unblocked on Monday, 21st September, 2020 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Jitendra Liya and Ms. Nirali Patel who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Jitendra Liya



Name: Nirali Patel

6. Thereafter, the details containing *inter- alia*, list of equity Shareholders, who voted "For" and "Against", were downloaded from the remote e – Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
7. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by CDSL under my instructions. The e-votes cast were unblocked on Monday, 21st September, 2020 after the conclusion of the AGM.
8. Based from reports generated from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>), the Consolidated results of the remote e-voting and e-voting at AGM are as under :



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- a) Resolution No. 1 – To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 comprising of the Balance Sheet as at March 31, 2020, Statement of Profit and Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	50	54,180,742	100.00%
E-voting at AGM conducted through VC/OAVM	11	90	100.00%
Total	61	541,80,832	

(ii) Voted against of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	4	1,416	0.00%
E-voting at AGM conducted through VC/OAVM	0	0	0.00%
Total	4	1,416	

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

(iv) Abstained from Voting:

Type of Voting	Total Number of members who abstained from voting	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

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- b) Resolution No. 2 –To appoint a Director in place of Mr. Shyamsunder Sharma (DIN: 07563680), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	50	54,180,742	100.00%
E-voting at AGM conducted through VC/OAVM	11	90	100.00%
Total	61	54,180,832	

(ii) Voted against of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	4	1,416	0.00%
E-voting at AGM conducted through VC/OAVM	0	0	0.00%
Total	4	1,416	

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

(iv) Abstained from Voting:

Type of Voting	Total Number of members who abstained from voting	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

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- c) Resolution No. 3 – To appoint M/s. Shah and Shah Associates, Chartered Accounts as Statutory Auditors of the Company for four consecutive years from the conclusion of Twenty Fifth Annual General Meeting until the conclusion of Twenty Ninth Annual General Meeting.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	50	54,180,742	100.00%
E-voting at AGM conducted through VC/OAVM	11	90	100.00%
Total	61	54,180,832	

(ii) Voted against of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	4	1,416	0.00%
E-voting at AGM conducted through VC/OAVM	0	0	0.00%
Total	4	1,416	

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

(iv) Abstained from Voting:

Type of Voting	Total Number of members who abstained from voting	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

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d) Resolution No. 4 – To re-appoint Mr. Arjun Handa (DIN: 00159413) as a Vice-Chairman and Managing Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	50	54,180,742	100.00%
E-voting at AGM conducted through VC/OAVM	11	90	100.00%
Total	61	54,180,832	

(ii) Voted against of the resolution:

Type of Voting	Number of members present and voted	Number of Votes cast	% of total number of valid votes cast
Remote E-voting	4	1,416	0.00%
E-voting at AGM conducted through VC/OAVM	0	0	0.00%
Total	4	1,416	

(iii) Invalid Votes:

Type of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

(iv) Abstained from Voting:

Type of Voting	Total Number of members who abstained from voting	Total Number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

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9. A Compilation of Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution (Both through Remote e-voting and e-voting at AGM) and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company secretary/Director after the Chairman considers, approves and signs the minutes of the AGM held on 21st September, 2020 for safe keeping.
10. This report has been issued at the request of the Company for placing on (i) website of the Company and (ii) website of CDSL, as applicable.

Thanking You,

Yours Faithfully,

Date: 22nd September, 2020

Place : Ahmedabad



ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R No: 702/2020
UDIN: F003544B000748167

Countersigned:
FOR CLARIS LIFESCIENCES LIMITED

Kirit H. Kanjaria
Company Secretary & Compliance Officer