



6th August, 2016

To, The Manager, Listing Department, National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	To, Department of Corporate Services Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
Ref. : (i) Symbol – DISHMAN (ii) Series – EQ	Ref. : Scrip Code No. : 532526

- Sub.: i) Intimation of Proceedings and Voting Results of Court Convened Meeting voting under Regulations 30 and 44 of SEBI (LODR) Regulations, 2015 ("Listing Regulations")**
- ii) Scrutinizer's Report on Court Convened Meeting held on 5th August, 2016**

Dear Sir,

Court Convened Meetings of Shareholders, Secured Creditors and Un-secured Creditors of the Company were convened on Friday, the 5th day of August, 2016 at Hall No.S-14, First Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015, Gujarat, as per the order of the Hon'ble High Court of Gujarat ("High Court"), for approving the proposed Scheme of Arrangement and Amalgamation amongst Dishman Pharmaceuticals and Chemicals Limited; Carbogen Amcis (India) Limited and Dishman Care Limited and its Shareholders and Creditors ("Scheme") pursuant to Sections 391 to 394 read with Section 100 to 103 and other relevant provisions of Companies Act, 1956 and Companies Act, 2013.

The Shareholders were provided with the facility of voting on the resolutions by poll (through poll paper) and remote e-voting through CDSL - Central Depository Services (India) Limited.

We would like to inform you that the resolutions for approval of the said Scheme of Arrangement and Amalgamation are approved by the Shareholders, Secured Creditors and Un-Secured Creditors of the Company with the requisite majority.

Dishman Pharmaceuticals and Chemicals Limited

Registered Office: Bhadr-Raj Chambers, Swastik Cross Roads, Navrangpura, Ahmedabad – 380 009 India.

Tel: +91 (0) 79 26443053 / 26445807 Fax: +91 (0) 79 26420198

Email: dishman@dishmangroup.com Web: www.dishmangroup.com

Government Recognised Export House

CIN NO L24230GJ1983PLC006329



We are enclosing herewith Voting Results under Regulation 44 of Listing Regulations and Scrutinizer's Report of M/s. Ashok P. Pathak & Co., Practicing Company Secretaries, Ahmedabad, on the results of the voting through electronic system and physical mode as Annexure I and Annexure II respectively. The Chairman of the Court Convened Meeting will also report the results thereof to the Hon'ble High Court as per the direction of the Hon'ble High Court.

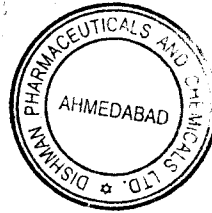
Kindly take the same on your record.

Thanking You,

Yours faithfully,

For Dishman Pharmaceuticals and Chemicals Ltd.


Shrima Dave
Compliance Officer



Encl.: As Above

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Annexure I

DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED

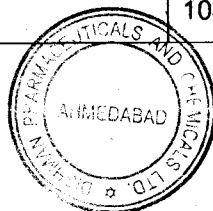
Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Court Convened Meeting	5 th August, 2016
Total No. of Shareholders on record Date/cut-off date	49,661 (cut-off date i.e. 29 th July, 2016)
No. of Shareholders present in the Meeting either in person or through Proxy:	
Promoter and Promoter Group	6 (3 in person & 3 through Proxy)
Public	39 (38 in person & 1 through Proxy)
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Note: No Video conferencing facility was made available.

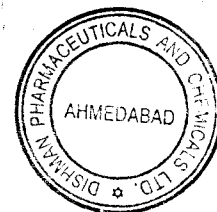
Agenda- wise disclosure

Resolution - 1	Special Resolution (three-fourth majority)	To approve the Scheme of Arrangement and Amalgamation amongst Dishman Pharmaceuticals and Chemicals Limited; Carbogen Amcis (India) Limited; Dishman Care Limited and its Shareholders and Creditors pursuant to Sections 391 to 394 read with Section 100 to 103 and other relevant provisions of Companies Act, 1956 and Companies Act, 2013
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Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	E-Voting		98529898	99.4278	98529898	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		99096898	98529898	99.4278	98529898	0	100
Public Institutions	E-Voting		27048282	72.8469	27048282	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		37130330	27048282	72.8469	27048282	0	100



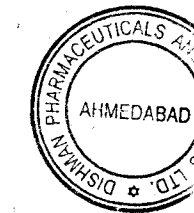


Public Non - Institutions	E-Voting		4355	0.0169	4263	92	97.8875	2.1125
	Poll		56100	0.2180	56100	0	100	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	25167044	60455	0.2402	60363	92	99.8478	0.1522
TOTAL	--	161394272	125638635	77.8458	125638543	92	99.9999	0.0001

Note: No resolution is passed by Show of Hands/ Postal Ballot

Date: 06/08/2016
Place: Ahmedabad

For, Dishman Pharmaceuticals and Chemicals Limited



Sr. Dave
Shrima Dave
Compliance Officer



Annexure - II

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015]

To,

The Chairman,
Of Court Convene Meeting of the Equity Share Holders
of Dishman Pharmaceuticals and Chemicals Limited on
05th August, 2016 at 10.00 a.m. At
Hall No.S-14, First Floor, Ahmedabad Management Association,
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015

Report of Scrutinizer on the remote e-voting and the voting at the Court Convened Meeting of the Equity Shareholders of Dishman Pharmaceuticals and Chemicals Limited ("the company") held on 05th August, 2016 at 10.00 a.m.

Dear Sir,

I, Ashok P. Pathak, Proprietor of M/s. Ashok P. Pathak & Co., Company Secretaries, has been appointed as Scrutinizer of Dishman Pharmaceuticals and Chemicals Limited ("the Company") for the purpose of scrutinizing the 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 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, to conduct the remote e-voting process, and as per the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the physical Ballot Forms received from the shareholders at the Court Convene Meeting ("CCM" or the "Meeting") of the Equity Shareholders of the Company, held on Friday, 05th September, 2016 at 10.00 a.m. at Hall No.S-14, First Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015 on the resolution seeking shareholders' approval to the Scheme of Arrangement and Amalgamation

Page 1 of 6





amongst Dishman Pharmaceuticals and Chemicals Ltd. or Carbogen Amcis (India) Limited and Dishman Care Limited in terms of the Notice dated 07th July, 2016 convening the meeting.

I submit the report as under :

1. Dispatch of Notice convening the Meeting

The company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners as on 30.06.2016 made available by the depositories viz National Securities Depository Limited and Central Depository Services (India) Limited, the company had complete dispatch of the Notice of the CCM as under :-

- On 09.07.2016 by Book- Post to 47787 Members in physical form.

2. Cut-off Date

The voting rights were reckoned as on Friday, 29th July, 2016, being the cut-off date for the purpose of deciding the entitlements of members to vote through remote e-voting and voting at the meeting.

3. Remote e-voting and voting at the Meeting

a. Agency :

The company has appointed Central Depository Services (India) Limited ("CDSL") as the agency for providing the remote e-voting platform.

b. Remote e-voting :

Remote e-voting platform was open from Tuesday, 2nd August, 2016 at 9.00 a.m. and ended on Thursday, 4th August, 2016 at 5.00 p.m. and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution, on the e-voting platform provided by Central Depository Services (India) Limited





- c. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the meeting, the scrutinizers had access after closure of period of remote e-voting and before the start of the meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP Id/ Client Id, Folios, number of shares held but not the manner in which they have voted.
- d. Accordingly, I downloaded the file containing the name, DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting after the closure of the voting process at the meeting.
- e. After the announcement being made by the Chairman of the CCM, members and proxies present in the CCM voted by Ballot Form.

4. Continuing Process

- a. On completion of voting at the meeting, the Ballot Forms were taken into custody by the Scrutinizer to verify the members present either by themselves or through proxies, who had cast their votes, their holding details and details of votes cast on the Resolution.
- b. The votes were reconciled with the records maintained by the company and RTA with respect to the authorizations/ proxies lodged with the company.
- c. I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of CS Margi Hindia and Ms. Kashmira Chavda and downloaded the remote e-voting results.





d. I noted that 125 members holding 125597631 Equity Shares had cast their votes through remote e-voting platform and 27 members holding 56100 Equity Shares had cast their votes by Ballot Form at the CCM.

e. The result of the remote e-voting, provided by CDSL, on the resolution is as follows:

(i) Voted in favour of the Resolution :

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
124	125582443	99.99

(ii) Voted against the Resolution :

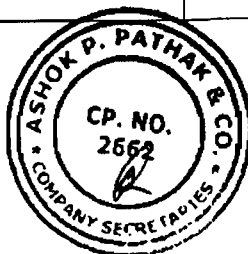
Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
1	92	Negligible

(iii) Invalid Votes (IV) / Partly Not Voted Shares :

Total number of members whose votes were declared IV/PNV	Total number of votes
1	15096

f. The result of the Poll received at the meeting on the Resolution is as follows :

Total number of members present in person or by proxy or by authorized representative	45
Total number of Shares held by the Members present in person or by proxy or by authorized representative	99139477





Total Number of members present in person or by proxy or by authorized representative who cast their votes through poll	27
Total Number of Votes (in terms of number of shares held) by them through poll	56100

(i) Voted in favour of the Resolution :

Number of members voted through Poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
27	56100	100

(ii) Voted against the Resolution :

Number of members voted through Poll	Number of votes cast in against of resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes (IV) / Partly Not Voted Shares:

Total number of members whose votes were declared IV	Total number of votes
1	30

5. The combined results of the remote e-voting and poll at the venue of the Meeting are as follows :

- (a) 151 equity shareholders holding in aggregate 125638543 equity shares, constituting 99.34% in number and representing 99.99% in holding of the equity shares, voted in favour of the Resolution.





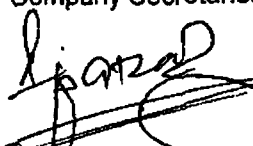
(b) 1 equity shareholders holding in aggregate 92 equity shares, constituting 0.66% in number and representing Negligible holding of the equity shares, voted against the Resolution and

(c) 1 equity shareholder holding 349653 equity shares have partly Voted for 334557 equity shares in remote e-voting and 1 equity shareholder holding 150 equity shares have partly voted for 120 equity shares in poll were declared partly not voted for 15096 equity shares in remote e-voting and 30 equity shares in poll.

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/partly not voted for the resolution is handed over to the Chairman of the meeting separately.
7. The electronic data files pertaining to the remote e-voting and by poll papers at the CCM and all other relevant records were sealed and are handed over to the Chairman for safe keeping.

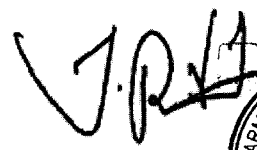
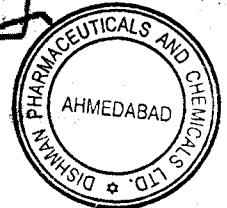
Thanking you.

Yours faithfully,
For, Ashok P. Pathak & Co.
Company Secretaries


CS Ashok P. Pathak
Proprietor
ACS 9939 CP 2662



Counter Signed By

Place : Ahmedabad
Date : 05/08/2016

FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014.]

To,

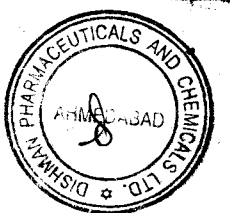
**The Chairman,
Of Court Convene General Meeting of the Secured Creditors
of Dishman Pharmaceuticals and Chemicals Limited on
05th August, 2016 at 10.30 a.m. At
Hall No.S-14, First Floor, Ahmedabad Management Association,
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015**

Dear Sir,

I, Ashok P. Pathak, Proprietor of M/s. Ashok P. Pathak & Co., Company Secretaries, having office at F / 904, Titanium City Centre, 100 ft Anandnagar Road, Nr. Indian Oil Petrol Pump, Satellite, Ahmedabad – 380015 and Ms. Shrima Dave, Authorized Representative of the company have been appointed as Scrutinizer of Dishman Pharmaceuticals and Chemicals Limited ("the Company") for the purpose of poll taken on the Resolution mentioned herein, at the Court Convene Meeting of the Secured Creditors, held on Friday, 05th August, 2016 at 10.30 a.m. at Hall No.S-14, First Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015.

We submit the report as under :

1. After the time fixed for closing of the poll by the Chairman, 1(One) Ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll paper were diligently scrutinized. The poll papers were reconciled with the records maintained by the company and the authorizations/ proxies lodged with the company.
3. We did not find any poll papers that were invalid.



4. The result of the Poll is as under :

ITEM NO. 1 :

APPROVING THE SCHEME OF ARRANGEMENT AND AMALGAMATION AMONGST DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED, CARBOGEN AMCIS (INDIA) LIMITED AND DISHMAN CARE LIMITED

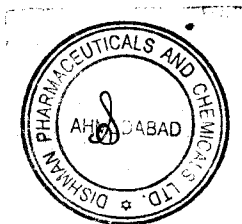
“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and enabling provisions in the Company's Memorandum of Association and Articles of Association and subject to the sanction of the High Court of Judicature at Gujarat at Ahmedabad and other regulatory authorities, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the proposed Scheme of Arrangement and Amalgamation amongst Dishman Pharmaceuticals and Chemicals Limited; Carbogen Amcis (India) Limited and Dishman Care Limited ('the Scheme' or 'this Scheme'), placed before this meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. Janmejy R. Vyas, Chairman & Managing Director, Mr. Arpit J. Vyas, Managing Director & Chief Financial Officer and Mr. Harshil Dalal, Sr. Vice President, Finance & Accounts, be and are hereby severally authorized to do all such acts, deeds and things as are considered requisite or necessary to effectively implement the Scheme and to accept such modification(s) and / or condition(s), if any, which may be required and / or imposed by the Hon'ble High Court of Judicature at Gujarat at Ahmedabad while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme.”

(i) Voted in favour of the Resolution :

Number of Secured Creditors present and voting (in person or by proxy)	Number of votes cast by them	Secured Debt of Creditors voted	% of Total Number of valid votes cast (Amount of Secured Debt [in Rs.])	% of Total number of Secured Creditor present and voted
7	7	3460513025	60.16	100

*Total Secured Creditors as on 30.06.2016 being the cut-off date is Rs.5752006671/-.



(ii) Voted against the Resolution :

Number of Secured Creditors present and voting (in person or by proxy)	Number of votes cast by them	Secured Debt of Creditors voted	% of Total Number of valid votes cast (Amount of Secured Debt [in Rs.])	% of Total number of Secured Creditor present and voted
NIL	NIL	NIL	NIL	NIL

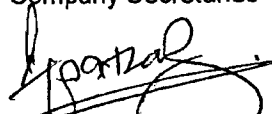
(iii) Invalid Votes /Not Voted :

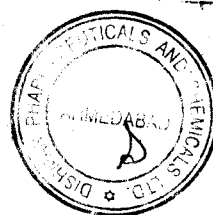
Total Number of Secured Creditors whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

5. A Compact Disc (CD) containing a list of secured creditors who voted "FOR" and "AGAINST" for the resolution is handed over to the Chairman of the meeting separately.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,

For, Ashok P. Pathak & Co.
Company Secretaries


CS Ashok P. Pathak
Proprietor
ACS 9939 CP 2662




CS Shrima Dave
Authorized Representative of the Company

Place : Ahmedabad
Date : 05/08/2016

FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014.]

To,

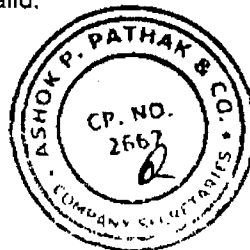
**The Chairman,
Of Court Convene General Meeting of the Unsecured Creditors
of Dishman Pharmaceuticals and Chemicals Limited on
05th August, 2016 at 11.00 a.m. At
Hall No.S-14, First Floor, Ahmedabad Management Association,
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015**

Dear Sir,

I, Ashok P. Pathak, Proprietor of M/s. Ashok P. Pathak & Co., Company Secretaries, having office at F / 904, Titanium City Centre, 100 ft Anandnagar Road, Nr. Indian Oil Petrol Pump, Satellite, Ahmedabad – 380015 and Ms. Shrima Dave, Authorized Representative of the company have been appointed as Scrutinizer of Dishman Pharmaceuticals and Chemicals Limited "the Company") for the purpose of poll taken on the Resolution mentioned herein, at the Court Convene Meeting of the unsecured Creditors, held on Friday, 05th August, 2016 at 11.00 a.m. at Hall No.S-14, First Floor, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015.

We submit the report as under :

1. After the time fixed for closing of the poll by the Chairman, 1(One) Ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll paper were diligently scrutinized. The poll papers were reconciled with the records maintained by the company and the authorizations/ proxies lodged with the company.
3. We did not find any poll papers that were invalid.



4. The result of the Poll is as under :

ITEM NO. 1 :

APPROVING THE SCHEME OF ARRANGEMENT AND AMALGAMATION AMONGST DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED, CARBOGEN AMCIS (INDIA) LIMITED AND DISHMAN CARE LIMITED

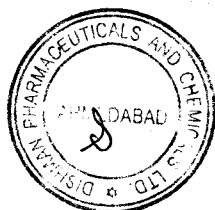
"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and enabling provisions in the Company's Memorandum of Association and Articles of Association and subject to the sanction of the High Court of Judicature at Gujarat at Ahmedabad and other regulatory authorities, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the proposed Scheme of Arrangement and Amalgamation amongst Dishman Pharmaceuticals and Chemicals Limited; Carbogen Amcis (India) Limited and Dishman Care Limited ('the Scheme' or 'this Scheme'), placed before this meeting, be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Janmejy R. Vyas, Chairman & Managing Director, Mr. Arpit J. Vyas, Managing Director & Chief Financial Officer and Mr. Harshil Dalal, Sr. Vice President, Finance & Accounts, be and are hereby severally authorized to do all such acts, deeds and things as are considered requisite or necessary to effectively implement the Scheme and to accept such modification(s) and / or condition(s), if any, which may be required and / or imposed by the Hon'ble High Court of Judicature at Gujarat at Ahmedabad while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme."

(i) Voted in favour of the Resolution :

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	Unsecured Debt of Creditors voted	% of Total Number of valid votes cast (Amount of Unsecured Debt [in Rs.]*)	% of Total number of Unsecured Creditor present and voted
21	21	497999315	39.61	100

*Total Unsecured Creditors as on 30.06.2016 being the cut-off date is Rs.1257316131/-.



(ii) Voted against the Resolution :

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	Unsecured Debt of Creditors voted	% of Total Number of valid votes cast (Amount of Unsecured Debt [in Rs.]*)	% of Total number of Unsecured Creditor present and voted
NIL	NIL	NIL	NIL	NIL

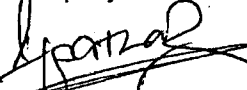
(iii) Invalid Votes /Not Voted :

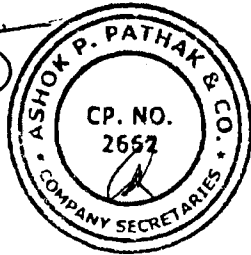
Total Number of Unsecured Creditors whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

5. A Compact Disc (CD) containing a list of unsecured creditors who voted "FOR" and "AGAINST" for the resolution is handed over to the Chairman of the meeting separately.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,

For, Ashok P. Pathak & Co.
Company Secretaries


CS Ashok P. Pathak
Proprietor
ACS 9939 CP 2662



Place : Ahmedabad
Date : 05/08/2016




CS Shrima Dave
Authorized Representative of the Company