



Date: October 28, 2019

**To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001**

Stock Code: 542248

Subject: Minutes of 23rd Annual General Meeting

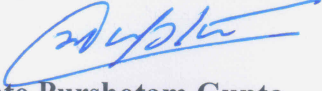
Dear Sir/ Madam,

Please find enclosed copy of the Minutes of 23rd Annual General Meeting of the Company held on 30th September, 2019.

Kindly take the above information on your records.

Thanking You,

**Yours Truly
For Deccan Health Care Limited**


**Minto Purshotam Gupta
Managing Director
DIN: 00843784**

Encl: as above

Registered Office:

CIN: U72200TG1996PLC024351. Estd: 1996
Address : 247, 2nd Floor, Dwarakapuri Colony
Punjagutta, Hyderabad – 500 082,
Telangana, India.

Innovation Hub & Manufacturing:

Address: Plot No.13, Sector-03, (SIDCUL), IIE,
Panthnagar, Udam Singh Nagar – 263 153,
U.K., India.

E-mail: info@deccanhealthcare.co.in; Website: www.deccanhealthcare.co.in; www.beyoungstore.com; ☎ 040-40144508

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MINUTES OF 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF DECCAN HEALTH CARE LIMITED HELD ON MONDAY, AT 3.30 P.M AND CONCLUDED AT 4.30 P.M. ON 30TH SEPTEMBER, 2019, AT A'LA – LIBERTY, LEELA GOPAL TOWERS, FIRST FLOOR, ROAD NO. 12, BANJARA HILLS, HYDERABAD, TELANGANA – 500 034

PRESENT:

MEMBERS: 15 Members were present including 1 Members who was present by proxy

DIRECTORS:

- 1) Minto Purshotam Gupta- Managing Director
- 2) Hitesh Patel
- 3) Meenakshi Gupta

STATUTORY AUDITORS:

Mr. Keyur Shah -Representing M/s Keyur Shah & Co., Chartered Accountants (FRN: 141173W)

SCRUTINIZER:

Monika Ramchand Bhatia - Practicing Company Secretary (M. No. FCS 10397) (C.P. No. 13348), M R Bhatia & Co., Company Secretaries.

IN ATTENDANCE:

- 1) Mohita Gupta- Chief Business Officer
- 2) Mohak Gupta -Chief Operating Officer

Mohita Gupta, Chief Business Officer welcomed the Members, Directors and Statutory Auditors of the Company. She informed the members that one proxy had been received by the Company. The Chief Business Officer further informed the members that Mr. Minto

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Purshotam Gupta (DIN: 00843784), Managing Director will chair the proceedings of the Annual General Meeting of the Company. Mr. Hitesh Patel (DIN: 02080625), member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company was authorized by the Chairman of the respective committees to attend the Annual General Meeting on their behalf.

It was also informed that the other Directors had conveyed their inability to attend the meeting due to their preoccupation and send their greetings for the Shareholders of the Company. It was further informed the Shareholders, that the Proxy Register and Register of Directors and Key Managerial Personnel and their shareholding, Auditors Report, and other Inspection Registers including documents were open for inspection till the conclusion of the Meeting.

Quorum:

Chairman informed that the requisite Quorum for the meeting was present.

Thereafter, Mr. Minto Purshotam Gupta, Chairman of the Meeting declared the Meeting as open and welcomed the Members & Director of the Company present at the meeting. The Chairman delivered his speech to Shareholders and briefed them about the performance of the Company.

Notice of the Meeting:

With the permission of the Members present, Notice dated the 4th September, 2019 sent to the Members calling the 23rd Annual General Meeting was taken as read.

Reading of Reports:

The Audited Annual Accounts for the year ended the 31st March, 2019, together with Board's Report were taken as read with the permission of Members present. The Chairman informed the members that the Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2019, did not contain any qualifications,

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observations or comments on financial transactions or matters which had any adverse effect on the functioning of the Company. Accordingly, with the permission of the members present, the Auditor's Report on the Financial Statements were not required to be read.

The Chairman invited the members to give their suggestions and sought enquiries on the Company's accounts, businesses and on the resolutions as proposed in this Annual General Meeting, which were duly responded by the Chairman.

Thereafter, the Chairman briefed the Members about each item set out in the Notice convening the Meeting.

The Chairman invited the members present to propose and second the Resolutions set in the Notice dated the 4th September, 2019 of the 23rd Annual General Meeting in accordance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by Central Government which were as under

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

Mr. Byomkesh proposed and Mr. Pranay Vittal seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2019, as circulated to the Members and laid before the meeting, be considered, received and adopted."

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2. To appoint a Director in place of Mr. Hitesh Patel, who retires by rotation and being eligible, offers him-self for re-appointment.

Ms. Pavani proposed and Ms. Revati seconded the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Hitesh Patel, who retires by rotation and being eligible, be and is hereby re-appointed as Director of the Company, whose office shall be liable to retirement by rotation, be and is hereby confirmed.

3. To re-appoint Statutory Auditors and to fix their remuneration, and for this purpose, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

Mr. Pranay Vittal proposed and Ms. Pavani seconded the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, [including any statutory modifications(s) or re-enactment(s) thereof for the time being in force] and other applicable provisions, if any, of the Companies Act, 2013, and based on the recommendation of the Audit Committee and of the Board of Directors, M/s Keyur Shah & Co., Chartered Accountants, having Firm Registration No. 141173W, allotted by The Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as the Statutory Auditors of the Company for the maximum number of five consecutive years for which the said firm can be appointed and shall hold office from the conclusion of the Twenty Third Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting, at a remuneration to be fixed at the beginning of each financial year by the Board of Directors on the recommendation of the Audit Committee of the Company.”

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters as may deemed necessary for giving effect to the above resolution, but not limited to issue of appointment letter and filing of returns.”

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4. Appointment of the Mr. Yezdi Jal Batliwala as the Non – Executive Chairman of the Company

Ms. Revati proposed Mr. Byomkesh seconded the following Resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provision of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as per the resolution passed by the Members of the Board of Directors on 5th August, 2019, in respect of appointment of the Mr. Yezdi Jal Batliwala (DIN 03018605) as the Non – Executive Chairman of the Company, who has attained the age of Seventy Five years, shall continue his office as a Non-executive Director

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

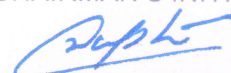
Mr. Minto Purshotam Gupta, step down as Chairman for the item no 5 and 6 as he was interested in item no 5 and 6 and requested Mr. Hitesh Mohanbhai Patel, to Chair the meeting and conduct the proceedings. With the consent of all members present, Mr. Hitesh Mohanbhai Patel was elected as Chairman of the meeting for the item no. 5&6.

5. Re-appointment of Dr. Minto P. Gupta as the Managing Director of Company for a period of 3 (three) years with effect from 31st August, 2020 to 30th August, 2023

Mr. Pranay Vittal proposed and Ms. Revati seconded the following Resolution as a ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 197 and 196 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded for the re-appointment of Dr. Minto P. Gupta as the Managing Director of Company for a period of 3 (three) years with effect from 31st August, 2020 to 30th August, 2023, on the terms and conditions including Remuneration as set out in the Statement annexed to this Notice, with the liberty to the

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Board of Directors to alter and vary the terms and conditions including the Remuneration so as not to exceed the limits specified in the Act, including any statutory modification(s) or reenactment(s) thereof for the time being in force or any amendments and modifications that may hereafter be made and as may be agreed to between the Board of Directors and Dr. Minto P. Gupta.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution.”

The terms and conditions on which Dr. Minto P. Gupta is proposed to be reappointed as Managing Director are as under:

Salary – Rs. 90 Lakhs per annum

The following perquisites shall not be included in the ceiling on perquisites :

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- Leave encashment at the end of tenure

6. Re-appointment of Mrs. Meenakshi Gupta as the Whole Time Director of Company for a period of 3 (three) years with effect from 31st August, 2020 to 30th August, 2023

Mr. Byomkesh proposed and Ms. Pavani seconded the following Resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 196 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded for the re-appointment of Mrs. Meenakshi Gupta as the Whole Time Director of Company for a period of 3 (three) years with effect from

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31st August, 2020 to 30th August, 2023, on the terms and conditions including Remuneration as set out in the Statement annexed to this Notice, with the liberty to the Board of Directors to alter and vary the terms and conditions including the Remuneration so as not to exceed the limits specified in the Act, including any statutory modification(s) or reenactment(s) thereof for the time being in force or any amendments and modifications that may hereafter be made and as may be agreed to between the Board of Directors and Mrs. Meenakshi Gupta.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution.”

The terms and conditions on which Mrs. Meenakshi Gupta is proposed to be reappointed as Whole Time Director are as under:

Salary – Rs. 40 Lakhs per annum

The following perquisites shall not be included in the ceiling on perquisites :

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Leave encashment at the end of tenure.

Mr. Minto Purshotam Gupta, resumed the Chair.

Voting at the venue of Annual General Meeting (AGM):

The Chairman informed the Members that in compliance of Section 109 of the Companies Act, 2013, read with rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 Secretarial Standard-2, the Company is providing to the Members the facility to exercise their right to vote at the 23rd Annual General Meeting through poll.

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As per Rule 20(2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB (Companies listed on SME exchange) of ICDR regulations, 2009 and having its equity Shares listed on a recognized stock exchange, is out of the ambit of E- voting in its General Meeting and since **DECCAN HEALTH CARE LIMITED** is a BSE SME Listed company, E-Voting is not applicable

It was further informed that there would be no voting by show of hands.

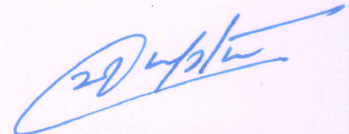
The Chairman further informed the Members that Ms. Monika Ramchand Bhatia, Practicing Company Secretary (Membership No. FCS 10397) was appointed as the Scrutinizer to scrutinize the process of voting at Annual General Meeting in a fair and transparent manner.

The Chairman thereafter ordered for voting by poll (ballot paper) and requested the Members to cast their vote through the facility of ballot paper, under the supervision of ms. Monika Ramchand Bhatia, the Scrutinizer.

Ms. Mohita Gupta, Chief Business Officer of the Company briefed the Members about the process of voting at the AGM. All members entitled to vote in the meeting exercised their vote through poll (ballot paper). The Chairman announced that the results of voting at the venue of AGM would be announced/ displayed through the website of the Company (www.deccanhealthcare.co.in) within 48 hours from the conclusion of meeting and the results also be intimated to BSE Ltd (SME Platform). The same would also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

The meeting was concluded at 4.30 P.M.

Date of Entry: 28th October, 2019



Minto Purshotam Gupta
Chairman

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