

MINUTES OF THE PROCEEDINGS OF THE SEVENTY THIRD ANNUAL GENERAL MEETING OF M/S. AMRUTANJAN HEALTH CARE LIMITED, NO.103 (OLD NO.42-45), LUZ CHURCH ROAD, MYLAPORE, CHENNAI 600 004, HELD ON WEDNESDAY, THE 25TH DAY OF AUGUST, 2010 AT NARADA GANA SABHA (SATHGURU GNANANANDA HALL), NO.314 (OLD NO.254), T.T.K. ROAD, CHENNAI 600 018 AT 10.30 A.M.

The following persons were present:

1. Dr. H.B.N. Shetty - (in the Chair) Director and Member
2. Mr. S. Sambhu Prasad - Managing Director and Member.
3. Mr. D. Seetharama Rao - Director and Member
4. Dr. Pasumarthi S.N. Murthi - Director and Member
5. Mr. A. Satish Kumar - Director
6. Mr. N.S. Mohan - Company Secretary

Mr. N. Srinivasan, Partner of M/s. P.S. Subramania Iyer & Co., Statutory Auditors of the Company was present.

Total Members present in person 3223
Total Members present by proxy 5

ELECTION OF THE CHAIRMAN:

On the motion of Mr. S. Sambhu Prasad, seconded by Dr. Pasumarthi S.N. Murthi, Dr. H.B.N. Shetty was elected to the Chair unanimously as per Article 72 of the Articles of Association of the Company.

The Chairman informed the members that the quorum was present, declared the meeting open and welcomed all the members to the meeting.

The Chairman informed the members that the Statutory Records and documents were kept available for inspection by the members at the meeting hall.

The Chairman introduced members of the Board on the dais.



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The Auditors' Report was read out by Mr. N. Srinivasan, Partner of M/s. P.S. Subramania Iyer & Co., Statutory Auditors of the Company.

1. ADOPTION OF THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2010 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON THAT DATE, TOGETHER WITH THE REPORT OF THE DIRECTORS' AND AUDITORS' THEREON:

With the consent of the members present, the Notice convening the Seventy Third Annual General Meeting together with the Explanatory Statement annexed, the Directors Report, and the Statement of Accounts for the year ended 31st March, 2010, printed copies of which had been circulated to all the members, was taken as read.

The Chairman proposed the first resolution.

“RESOLVED THAT the Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended as on that date together with Schedules and Notes thereon, the Directors' Report and the Auditors' Report as laid before the members of the Company at this meeting be and are hereby received, considered and adopted.”

Mr. Haresh Pritamlal Mehta (Folio No. H0000145) seconded the resolution.

The Chairman invited questions on the Accounts and the Directors Report.

Thereupon some of the members raised queries about the Performance, Profitability, Accounts, embezzlement of funds of the company by an employee, Stock Split, Bonus shares, and also about buy-back of equity shares. They were answered by the Chairman, Dr. H.B.N. Shetty & Mr. A. Satish Kumar, Director.

The Chairman informed the members that the above resolution had been duly proposed and seconded and the queries had been answered and put the motion to vote on a show of hands and declared the above resolution as carried unanimously.

2. RECORDING OF THE INTERIM DIVIDEND ALREADY PAID AND DECLARATION OF FINAL DIVIDEND

Mr. S. Padmanabhan (Client ID IN301313 20285505) proposed and R. Sivakumar (Folio No.S0002514)) seconded the following resolution.



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“RESOLVED THAT the Interim Dividend @ 50% on the paid-up equity share capital of Rs.3,03,00,000/- paid to the members on 12th February, 2010 be and are hereby recorded and the final dividend @ 100% be and is hereby declared for the year ended 31st March, 2010 and that the final dividend be paid to those members whose names appear in the Company’s Register of Members as on 25TH August, 2010 and to the beneficial owners whose names appear in the list provided by the Depositories as on the closing hours of business on 16th August, 2010”.

The Chairman informed the members that the resolution had been duly proposed and seconded and put the motion to vote on a show of hands and declared the above resolution as carried unanimously.

3. APPOINTMENT OF MR. D. SEETHARAMA RAO WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Mr. S. Padmanabhan (Client ID IN301313 20285505) proposed and Mr. Pini Sreenivasulu (IN301549 14710889) seconded the following resolution.

“RESOLVED THAT the retiring Director, D. Seetharama Rao be and is hereby re-appointed as a Director of the Company.”

The Chairman informed the members that the resolution had been duly proposed and seconded and put the motion to vote on a show of hands and declared the above resolution as carried unanimously.

When the next agenda was taken up, Dr. H.B.N. Shetty vacated the Chair and requested Mr. A. Satish Kumar, Director to take the Chair. Accordingly, Mr. A. Satish Kumar took the chair and started conducting the proceedings.

4. APPOINTMENT OF DR. H.B.N. SHETTY WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Mr. P. Narayanaswamy (Folio No.N0000157) proposed and Mr. S. Sambhu Prasad (Folio No.S0000326) seconded the following resolution.



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"RESOLVED THAT the retiring Director, Dr. H.B.N. Shetty, be and is hereby re-appointed as a Director of the Company."

The Chairman informed the members that the resolution had been duly proposed and seconded and put the motion to vote on a show of hands and declared the above resolution as carried unanimously.

The Chairman, Mr. A. Satish Kumar requested Dr. H.B.N. Shetty to resume the chair and take up the next item of Agenda of the meeting. Accordingly, Dr. H.B.N. Shetty, took the Chair and started conducting the remaining proceedings.

5. APPOINTMENT OF M/S. P.S. SUBRAMANIA IYER & CO., CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY AND FIXATION OF THEIR REMUNERATION

Mr. J. Peres (J0000034) proposed and Mr. Haresh Pritamlal Mehta (Folio No.H0000145) seconded the following resolution.

"RESOLVED THAT the retiring Auditors, M/s. P.S. Subramania & Iyer Co., Chartered Accountants, Chennai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that their remuneration be fixed at Rs. 6,00,000/- (Rupees Six lakhs only) exclusive of travelling and other out-of-pocket expenses."

The Chairman informed the members that the resolution had been duly proposed and seconded and put the motion to vote on a show of hands and declared the above resolution as carried unanimously.

When the next agenda was taken up, Dr. H.B.N. Shetty vacated the Chair and requested Mr. S. Sambhu Prasad to take the Chair. Accordingly, Mr. S. Sambhu Prasad took the chair and started conducting the proceedings.

6. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY:

Mr. G. Subrahmanya Sarma (S0002238) proposed following resolution as Special Resolution



“RESOLVED THAT in terms of Clause 49 and other applicable provisions if any, of the Listing Agreement entered into with Madras Stock Exchange Limited, and pursuant to the provisions of Section 309(4) of the Companies Act, 1956, (Act), a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 & 350 of the Act, as commission be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, in addition to sitting fees for attending the meeting of the Board or Committee thereof, and such payments shall be made in respect of the profits of the Company for each year of the period of five years commencing from 1st April, 2010 to 31st March, 2015.”

Mr. Haresh Pritamlal Mehta (Folio No.H0000145) seconded the above resolution.

The Chairman informed the members that the resolution had been duly proposed and seconded and put the motion to vote on a show of hands and declared the above resolution as carried unanimously.

The Chairman, Mr. S. Sambhu Prasad vacated the Chair and requested Dr. H.B.N. Shetty, to conduct the proceedings. Accordingly, Dr. H.B.N. Shetty took the chair.

The meeting declared closed with a vote of thanks to the Chair.



Chennai
22.09.2010

sd/-
Chairman

