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**MINUTES OF THE PROCEEDINGS HELD ON 23<sup>RD</sup> MARCH, 2011. AT 5.00 P.M. AT AMRUTANJAN HEALTH CARE LIMITED, NO.103 (OLD NO.42-45), LUZ CHURCH ROAD, MYLAPORE, CHENNAI 600 004, RELATING TO THE DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE ORDINARY RESOLUTION FOR TRANSFER BY WAY OF SALE OR OTHERWISE THE PHARMAESSENCE CHEMISTRY SERVICES DIVISION OF THE COMPANY TO A WHOLLY OWNED SUBSIDIARY OF THE COMPANY.**

**PRESENT:**

1. Mr. S. Sambhu Prasad, Managing Director & Member.
2. Dr. H.B.N. Shetty, Chairman of the Board & Member.
3. Mr. A. Satish Kumar, Director.
4. Mrs. Hema Pasupatheeswaran, Company Secretary.
5. Mr. G. Narayana Kamal, Member.
6. Mrs. Ganti Kamakshi, Member.
7. Mr. Ramalingam Ganti, Trustee, Amrutha Dharma Nidhi, Member.
8. Mrs. S. Rajeswari, Member.
9. Mr. K. Kannan, Member.

Dr. H.B.N. Shetty took the Chair and stated that the Company had on 17-02-2011 despatched to all the shareholders, a Notice dated 19-01-2011 under Section 192A of the Companies Act, 1956, for obtaining consent of the shareholders to the following Ordinary Resolution by means of Postal Ballot:

**Transfer by way of sale or otherwise the 'Pharmaessence Chemistry Services Division' of the Company with all its assets and liabilities including the manufacturing facilities at Plot No.37-39, SIDCO Industrial Estate, Alathur, Kancheepuram District, Tamil Nadu 603 110 to a wholly owned subsidiary of the Company:**

"RESOLVED That subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, consent of the Company be and is hereby given pursuant to Section 293(1)(a) of the Companies Act, 1956 to the transfer / sale of the Pharmaessence Chemistry Services Division of the Company engaged in the business of fine chemicals and bulk drugs intermediates with all assets and liabilities including the manufacturing facilities at Plot No.37-39, SIDCO Industrial Estate, Alathur, Kancheepuram District, Tamil Nadu 603 110 to a wholly owned subsidiary of the Company, at such consideration being not lower than the net book value of the assets of the business and with effect from such date as the Board of Directors of the Company may think fit.

**Amrutanjan Health Care Limited**

Regd. Office : 103 (Old No. 42-45), Luz Church Road, Mylapore, Chennai - 600 004, India.

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*Amrutanjan*





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RESOLVED FURTHER That the Board of Directors of the Company be and is hereby authorized to finalise and complete the transfer / sale of the said Pharmaessense Chemistry Services Division in the interests of the Company and do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution."

The Chairman stated that it was mentioned in the said Notice dated 19-01-2011 that the postal ballot form sent therewith should be returned by the shareholders duly completed so as to reach the Scrutinizer on or before 19-03-2011 and that the Scrutinizer would submit his report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the Scrutinizer Mr. V. Suresh, had carried out the scrutiny of all the postal ballot forms received up to the close of working hours on 19-03-2011 that Mr. V. Suresh had submitted his Report dated 23-03-2011 and that Dr. H.B.N. Shetty, as the Chairman had accepted the said Report.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report:

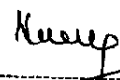

Sl No.	No. of valid postal ballots forms received	In favour of the Resolution		Against the Resolution	
		Number of Votes cast	%	Number of Votes cast	%
1.	631	15,13,573	99.70	4,426	0.29

One Ballot was invalid for the reason as certified by the Scrutinizer.

COMMENT: The Ordinary Resolution is passed with the majority.

The Chairman thereafter stated the Ordinary Resolution set out in the Notice dated 19-01-2011 was therefore duly approved by the requisite majority of the shareholders.

Place : Chennai  
Date : 25<sup>th</sup> March, 2011

  
CHAIRMAN 

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