

MINUTES of the 67th Annual General Meeting of Abbott India Limited held at Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400021 on Wednesday, April 27, 2011 at 10.30 a.m.

Present :	Mr Munir Shaikh	- Chairman
	Mr Vivek Mohan	- Managing Director
	Mr Ranjan Kapur	- Director
	Mr Ashok Dayal	- Director
	Mr Ramon F Neira Hoyos	- Director
	Mr Kaiyomarz Marfatia	- Whole-time Director
	Ms Krupa Anandpara	- Company Secretary

- a) Mr Munir Shaikh representative under Section 187 of the Companies Act, 1956.
- b) 78 members in person.

The Directors' and Auditors' Report, the audited Balance Sheet as at December 31, 2010 and the Profit & Loss Account for the period ended December 31, 2010, the Proxy Register, Register of Directors' shareholding and certified copies of the resolutions of the Board of Directors of Abbott Capital India Limited pursuant to Section 187 of the Companies Act, 1956, were tabled.

The Chairman announced that the Company has received 4 proxy forms.

The requisite quorum being present, the Chairman welcomed the members present at the meeting and called the meeting to order. He then introduced the persons sitting on the dais and conveyed apologies of Mr R A Shah, Mr Thomas Dee, Mr Neil Aylward and Mr Laurent Van Lerberghe, Directors, who were unable to attend the meeting.

With the consent of the shareholders, the Notice convening the meeting was taken as read.

The Chairman thereafter requested Ms Krupa Anandpara, Company Secretary to read the Auditors Report. With the permission of the shareholders, the Annexure to the Auditors' Report was taken as read.

Ms Krupa Anandpara then read the Auditors' Report.

The Chairman, while extending a warm welcome to all the shareholders, informed that Abbott completed a century of its presence in the country and is leading towards another century, embarking on a journey of acceleration and excellence.

The Chairman then announced the mission of the Company and stated that our mission is to be an admired organization and a leader in our core therapy areas by shaping the Continuum of Care and be amongst the fastest growing companies through 2015.

He further stated that in an ever changing environment, the Company recognizes the need to be proactive and adapt itself to be successful. He then informed the shareholders about the number of transformation initiatives taken by the Company in the areas of development of People, Products, Processes and Programs. He stated that the transformation initiatives and strategic investments would build a strong base for the future ensuring Abbott's sustainability and profitability in the years to come.

At this juncture, the Chairman also briefed the shareholders about the growth of the Company vis a vis growth of the market in which the Company participates. He mentioned about the increase in growth of the Indian Pharmaceuticals market by the year 2015.

While sharing the Company's achievements with the shareholders, the Chairman mentioned that the Company has 5 brands in the top 300, with 2 brands in the top 100. He also announced that during the year Thyronorm has entered the list of top 100 brands in the Indian Pharmaceutical Market and is currently the leader in its therapy area, beating the competitors.

He was also pleased to announce that the Company has been accredited with Class A Recertification initially certified by Oliver Wight. He informed the shareholders that Class A processes lead to high quality operating synergies between various business processes and people, which greatly support in enhancing the efficiency of the Company.

The Chairman informed the shareholders that during the year, the Company has launched many new products in its core therapy areas, namely, Levilex (Antiepileptic), Digene Fastmelt with Lime/Lemon, Jeera/Blackcurrant flavour (Antacid), Surbex Osteo (Osteoporosis Management), Heptral (Hepato Protector), Cremahep (Laxative), Cremagel (Anal Fissures). He also informed that during the first quarter of this year, the Company has launched Bruspoz (Pain and Muscle Spasm) and further new product launches are slated for the remainder of the year.

The Chairman also briefed the shareholders about the merger of Solvay Pharma India Limited with the Company and informed that the Company is in the process of completing the legal merger. He stated that the merger would result in maximizing shareholder value and improve the competitive position of the combined entity through optimum use of operations and infrastructure facilities and the combined entity would be number one in Gastroenterology and market leader in the Vertigo segment.

The Chairman then informed that the Company has changed its accounting year from the year ending November 30 to the year ending December 31 from the previous financial year onwards; hence results may not be comparable with those of the previous year. He stated that the Company has recorded a good performance for the period ended December 31, 2010; net sales amounted to Rs 989,88 Lakhs, up by 20.1% and core products grew by 20.3% on a proportionate 12 months basis, which is the highest the Company has recorded in the last decade. He also informed that the profit before tax is lower at Rs 94,15 Lakhs as compared to Rs 117,38 Lakhs for the previous comparative period. He explained that this was in view of the Company's continued strategic investments in expanding its field force to a significant extent to improve market coverage and also enhanced promotional efforts to increase market share and moreover, the Company is in the phase of transformation and is gearing itself for the future. He stated that the Board has recommended a dividend of Rs 17 per share.

The Chairman then expressed gratitude towards all the customers, suppliers, stockists, bankers and other business associates for their unstinted support over the years and also acknowledged the dedication and commitment shown by the Abbott team in realization of the Company's objectives. He also thanked his colleagues on the Board for their valuable guidance in driving the growth of the Company.

In conclusion, the Chairman conveyed his gratitude to the Company's valued shareholders for their trust in the Company and looked forward to their continued support to Abbott India's Transformation journey.

The Chairman then proposed the following resolution regarding adoption of accounts as an Ordinary Resolution:

Resolution No. 1

RESOLVED THAT the Balance Sheet as at December 31, 2010 and the Profit and Loss Account of the Company for the period ended on that date together with the Report of the Directors and Auditors thereon be and are hereby received, approved and adopted.

Mr Maniar seconded the above resolution.

Before putting the resolution to vote, the Chairman invited questions from the Members and stated that only members are allowed to speak.

Mr Zahur Maniar, Mrs Shobhna Mehta, Ms Gulshan Abbas Chinwala, Mr Hariram Chawdhary, Mr Sudarshan Dhaman, Mr P V Jayakar and Mrs Ashalata Maheshwari, shareholders spoke at the meeting.

Mr Zahur Maniar

Mr Maniar welcomed the two new directors, Mr Marfatia and Mr Ramon F Neira Hoyos, on the Board and wished them good luck. Mr Maniar congratulated the Company and the management for the performance as well as for the various awards won and accreditation granted to the Company in the last year. He then expressed his concerns about the downfall in PAT and PBT in spite of increase in turnover by 20%. He asked about the reasons for increase in total cost of employees, for not exporting good brands and low foreign exchange income, increase in purchase of finished goods, increase in inventory cost, increase in rent, advertising cost, insurance, legal & professional fees. He also asked about Capex programs of the Company considering its expansion plans and new products in the pipeline. He appealed for bonus shares. He appreciated the Annual Report of the Company, however suggested that vote of thanks to shareholders, bankers and all other associates should be included in the Annual Report. He concluded by supporting all the resolutions.

Mrs Shobhna Mehta

Mrs Mehta appreciated the receipt of Annual Report on time. She complimented the secretarial and communication teams for the transparent, informative, colourful and one of the best presented Annual Reports in the pharmaceutical industry. She thanked the

management and the Board for maintaining the dividend at Rs 17 per share. She also appreciated the video film shown at the beginning of the meeting. She asked about the Capex plan of the Company for the year 2011, plans for R & D expenditure, products under DPCO, expected turnover target after the merger. She requested for higher dividend payout after completion of the merger with Solvay Pharma and also for bonus shares. She inquired about the recent plans of the Company for any acquisitions. She appreciated the health camp arranged by the Company at the meeting and then supported all the resolutions proposed at the meeting.

Ms Gulshan Chinwala

Ms Gulshan Chinwala expressed satisfaction over the results of the Company. She expressed appreciation for maintaining the dividend in spite of low profitability. She requested for bonus shares in future. She appreciated the health camp organized at the meeting for the shareholders. She wished the Company for all its future endeavours and a better future.

Mr Hariram Chawdhary

Mr Chawdhary thanked the Secretarial department for the dispatch of Annual Report on time. He then asked about the competitors for and market share of Thyronorm. He suggested that at least once in a year, the Company should consider making presentation to the Analysts. He asked about the total amount spent by the Company on CSR activities and also suggested that the amount spent should also be given in the Annual Report alongwith the CSR activities. He requested that the meeting should be kept at 11.30 a.m. He requested for a visit to Goa plant. He mentioned that the dividend should have been increased by 10% to take care of the inflation. He too appealed for bonus shares considering the huge reserves of the Company. He further asked for the Capex plans of the Company and suggested that at least a few scenes of Goa Factory also can be shown to the shareholders alongwith the video presentation to make it more interesting for the shareholders.

Mr Sudarshan Dhaman

Mr Dhaman thanked the Chairman for giving him an opportunity to speak. He asked about details on broad strategy and plans of the Company for market expansion and top line growth as well as field force expansion for achieving its 5-year mission. He stated that the profits are down because of increase in man power and marketing efforts and asked when the Company will start generating better revenue and market expansion. He also asked about trends for DPCO products and the number of sales representatives. He suggested that the Company should consider convening Analyst meeting although not statutory.

Mr P A Vijayakar

He stated that as the Company is holding high reserves, it can consider declaring bonus or rights shares. He inquired about the actuarial assumption made in the Notes to Accounts of the Balance Sheet, details about the forfeited shares, cost of Annual Reports and number of copies printed. He requested for a factory visit. He also sought details of loans and advances, contributions, if any, to political parties, current foreign exchange position of the Company and details of profit earned by way of swap, whether

Company is contributing to social welfare in Goa, names of competitors of the Company and details of pending court cases against the Company.

Mrs Ashalata Maheshwari

Mrs Ashalata Maheshwari welcomed all the Directors on the dais. She complimented the Annual Report of the Company and stated that she did not have many questions as the Annual Report is self explanatory. She expressed satisfaction for dividend of 170 percent declared by the Board and expected the same hike in distribution of dividend in the coming years as well. She then requested the Board to consider her demand of declaring bonus in future in view of comfortable position of reserves and surplus.

Mrs Maheshwari praised the Managing Director and the Management for their contribution to the Company's growth.

Before replying to shareholders questions, the Chairman announced that a short video film on Goa factory would be shown to the shareholders. A short video containing the clips of Goa factory was then shown at the meeting.

The Chairman, while replying to the shareholders, expressed appreciation for their comments and suggestions.

Replying to the query on foreign exchange earnings, the Chairman stated that the Company exports only to Sri Lanka and is showing a good growth. In response to the query relating to capital expenditure on research and development, the Chairman stated a total of Rs 17 lakhs was spent as capital expenditure. With regard to increase in Legal & Professional fees, the Chairman stated that these include Solvay merger related expenses also. With regard to the query on cost of Annual Report and number of copies printed, the Chairman replied that cost of printing per Annual Report is Rs 39 and total 16000 copies have been printed. The Chairman noted the suggestion of Mr Maniar on mentioning of vote of thanks to the shareholders and other stakeholders in the Annual Report. With regard to the request relating to maintaining the same rate of dividend, he stated that the same would be determined based on the future profitability of the Company keeping in mind the interest of the shareholders. The Chairman while addressing the query relating to the products under DPCO stated that currently only Brufen and Insulin, two products, are under the DPCO. He also stated that Brufen contributes 3% and Insulin contributes 51% of the total sales of the Company. While addressing the query on future acquisitions by the Company, the Chairman stated that the same would be based on the market opportunities as well as the business requirements of the Company.

The Chairman then requested Mr Vivek Mohan, Managing Director to respond to certain other queries of the shareholders relating to the Company's strategies and business.

Mr Vivek Mohan welcomed and thanked all the shareholders present at the meeting. He then briefed the shareholders on the operations and performance of the Company. He informed the shareholders that the business grew by more than 20% over the preceding period which is the highest the Company has recorded in the last decade. He then informed them about the new approach of actively shaping market opportunities in India which resulted in the business growing by more than 20% over the prior year. He mentioned that this was possible through our efforts at leveraging investments in people, products, processes and programs. In respect of new products, he highlighted that there

were various new product launches in the last year, which also have continued in the first quarter of this year. In case of people, Mr Mohan mentioned about the recruitment of 500 sales personnel and improving field force productivity through various measures including equipping the sales force with Net books. Mr Mohan further spoke about the various programs initiated by the Company. He informed the shareholders about the high standards of business processes followed by the Company which resulted in the Company receiving the second highest rating among Abbott companies for Class A processes, which were originally certified by Oliver Wight & Co. Mr Mohan then informed the shareholders that the Company was successful in extracting significant cost efficiencies through E-sourcing, among others. He then stated that the profitability is impacted in view of increase in expenditure on advertisement and publicity, expansion of field force as well as increase in employee cost due to training & development, travelling and on boarding cost. While addressing a query related to increase in expenditure and low profits, he stated that although this has impact on near term profits, it would leverage the long term profitability. With regard to the query on increase in rent, Mr Mohan stated that the same was partly due to the Company having taken new office premises on lease this year and also because of warehousing facilities hired by the Company for business purposes.

Thereafter, the Chairman thanked Mr Vivek Mohan for answering the queries and put the Resolution No 1 to vote on a show of hands.

The Resolution was carried Nem con.

Resolution No.2

The following resolution was proposed as an Ordinary Resolution by Mr Hariram Chawdhary and seconded by Mrs Gulshan Chinwala:

RESOLVED that a dividend at the rate of Rs 17.00 per share on 1,36,75,240 fully paid up equity shares of Rs 10 each, be and is hereby declared for the period ended December 31, 2010.

RESOLVED further that the said dividend be paid on or before May 26, 2011 to those shareholders whose names appear on the Register of Members as on April 27, 2011 and to the Beneficial Owners of the shares as on April 20, 2011, as per the details furnished by the Depositories for this purpose.

The resolution was then put to vote on a show of hands and carried Nem Con.

Resolution No. 3

The following resolution was proposed as an Ordinary Resolution by Mrs Ashalata Maheshwari and seconded by Mrs Shobhna Mehta

RESOLVED that Mr Ashok Dayal, who retires by rotation and is eligible for re-election, be and is hereby re-appointed as a Director of the Company.

The resolution was then put to vote on a show of hands and carried Nem Con.

Resolution No. 4

The following resolution was proposed as an Ordinary Resolution by Mr P A Vijayakar and seconded by Mrs Ashalata Maheshwari:

RESOLVED that Mr Thomas Dee, who retires by rotation and is eligible for re-election, be and is hereby re-appointed as a Director of the Company.

The resolution was then put to vote on a show of hands and carried Nem Con.

Resolution No. 5

The following resolution was proposed as an Ordinary Resolution by Mr Zahur Maniar and seconded by Mrs Shobhna Mehta:

RESOLVED that Messrs Deloitte Haskins & Sells, Chartered Accountants, Mumbai holding ICAI Registration Number 117366W be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board/Audit Committee.

The resolution was then put to vote on a show of hands and carried Nem Con.

Resolution No.6

The following resolution was proposed as an Ordinary Resolution by Mr P V Vijayakar and seconded by Mr H V Sanghavi.

RESOLVED that Mr Ramon F Neira Hoyos, who was appointed as Additional Director of the Company under Article 113 of the Articles of Association, be and is hereby appointed as Director of the Company, liable to retire by rotation.

The resolution was then put to vote on a show of hands and carried Nem Con.

Resolution No. 7

The following resolution was proposed as an Ordinary Resolution by Mr Zahur Maniar and seconded by Mrs Ashalata Maheshwari:

RESOLVED that Mr Kaiyomarz Marfatia, who was appointed as Additional Director of the Company under Article 113 of the Articles of Association, be and is hereby appointed as Director of the Company, not liable to retire by rotation.

The resolution was then put to vote on a show of hands and carried Nem Con.

Resolution No.8

The following resolution was proposed as an Ordinary Resolution by Ms Shobhna Mehta and seconded by Mr P A Vijayakar.

RESOLVED that in accordance with the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act, 1956 (the Act), read with Schedule XIII to the Act, the consent of the Company be and is hereby accorded to the appointment of Mr Kaiyomarz Marfatia as Whole time Director of the Company for a period of five (5) years from March 1, 2011 at a remuneration and upon the terms and conditions as set out in the Explanatory Statement annexed hereto and in the draft Agreement, approved by the Board and initialed by the Chairman for the purpose of identification and which the Directors of the Company be and are hereby authorized to enter on behalf of the Company;

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/ change the terms and conditions of the Agreement from time to time as may be agreed to by the Board and Mr Kaiyomarz Marfatia.

The resolution was then put to vote on a show of hands and carried Nem Con.

There being no other business, the Chairman once again thanked the shareholders for attending the meeting and declared the meeting as closed.

Date:

25 MAY 2011.



Chairman