

MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MARKSANS PHARMA LIMITED HELD ON THURSDAY, 27TH SEPTEMBER, 2012 AT 10.30 A.M., AT GMS COMMUNITY CENTRE HALL, SITLADEVI COMPLEX, 1ST FLOOR, D.N. NAGAR, LINK ROAD, ANDHERI (W), MUMBAI 400 053

Present

Mr. Mark Saldanha : Chairman
Dr. B. S. Desai : Whole-time Director
Mr. H Panigrahi : Company Secretary
Mr. N. K. Mittal : Auditor
Members : As per Attendance Register

Mr. Mark Saldanha took the Chair and presided over the Meeting. He declared that the **necessary quorum was present**. He thereafter informed the members regarding the purpose of the meeting. The Chairman addressed the meeting and elaborated on the performance and future prospects of the Company.

Thereafter, the Chairman requested the Company Secretary to conduct the meeting.

With the permission of the members the Notice of the meeting and Auditors report were taken as read.

1. ADOPTION OF ACCOUNTS, DIRECTORS REPORT AND AUDITORS REPORT

The Company Secretary then took up Item No. 1 namely, to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon. Thereafter, he requested one of the members to propose and one of the members to second the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2012, the Statement of Profit and Loss for the period ended 31st March 2012 and the Reports of the Directors' and the Auditors' thereon together with all annexures and notes mentioned therein, as placed before the members, be and are hereby received, approved and adopted."

Mrs. Renuka Ajbani, proposed the resolution and Mr. Rabindra Kumar seconded the resolution.

Before putting the resolution to vote, some members raised queries on the accounts which were answered by the Chairman.

The Resolution was then put to vote by show of hands and was **carried unanimously**.

2. APPOINTMENT OF AUDITORS:

The Company Secretary thereafter took up Item No. 2 namely, to appoint Auditors and to fix their remuneration. He requested one of the members to propose and one of the members to second the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 1956 and as recommended by the Audit Committee of Directors, M/s. N. K. Mittal and Associates, Chartered Accountants 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 at such remuneration as may be decided by the Board of Directors."

Mr. Rabindra Kumar proposed the resolution and Mrs. Renuka Ajbani seconded the resolution. The resolution was then put to vote by show of hands and was carried unanimously.

3. APPOINTMENT OF MR. AJAY S. JOSHI AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

The Company Secretary then took up item No. 3 namely to appoint Mr. Ajay S. Joshi as a Director liable to retire by rotation. Thereafter, he requested one of the members to propose and one of the members to second the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Ajay S. Joshi be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Mrs. Nita Ochani proposed the resolution and Mrs. Renuka Ajbani seconded the resolution. The resolution was then put to vote by show of hands and was carried unanimously.

4. VOTE OF THANKS:

There being no other business on the Agenda, the meeting ended with a vote of thanks to the Chair.

Sd/-
Mark Saldanha
CHAIRMAN

Date: 10th October, 2012

True copy
For MARKSANS PHARMA LTD.

Harshavardhan Panigrahi
Harshavardhan Panigrahi
Company Secretary & Legal Manager