



AMRUTANJAN HEALTHCARE LIMITED

PROCEEDINGS OF THE SEVENTY SEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON THE 22ND DAY OF SEPTEMBER 2014 AT 10.15 A.M. AT NARADA GANA SABHA (SATHGURU GNANANANDA HALL), NO:314 (OLD NO:254), T.T.K.ROAD, CHENNAI-600 018

Members Present (in Person and Proxy): 3915

Directors Present:

1. Mr. S. Sambhu Prasad - Chairman cum Managing Director
2. Mr. D. Seetharama Rao - Director
3. Dr. P.S.N. Murthi - Director
4. Dr. H.B.N. Shetty - Director
5. Mr. A. Sathish Kumar - Director
6. Dr. Marie Shiranee Pereira - Director

Mr. V. Swaminathan, Partner of M/s. P.S.Subramania Iyer & Co., Statutory Auditors was present.

Mr. S. Sambhu Prasad, Chairman occupied the Chair and conducted the proceedings of the meeting. He, then announced that as the required quorum being present, the meeting was in order and introduced the Directors sitting on the dias.

With the permission of the Members, the notice calling the AGM, Financial Statements, Directors Report and Auditors Report were taken as read.

The Chairman indicated that the E-Voting facility for voting on all resolutions contained in the Notice of the AGM was provided to the shareholders during the period from 15th September, 2014 to 17th September, 2014 in the manner prescribed under Companies (Management and Administration) Rules 2014 and the Company had appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862) as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

In case of the shareholders who could not cast their votes in the e-voting process they will be given an opportunity to cast their votes on conclusion of today's AGM. Poll will be ordered for voting on all the resolutions of ordinary and special business as set out in the items 1 to 12 of the Notice of the AGM.

The Chairman stated that in view of E-Voting, passing of resolutions by show of hands has been dispensed with by Companies Act, 2013



The Chairman then addressed the shareholders of the Company. Then the first item in the agenda was taken up for consideration.

ORDINARY BUSINESS:

ITEM NO.1:

"RESOLVED THAT Balance Sheet as on 31st March 2014, the Profit and Loss Account for the year ended that date together with the report of the Directors and Auditors thereon as placed before this meeting be and is hereby approved and adopted."

He then invited questions and comments on the working of the company. Since there were no questions from the shareholders, the Chairman proceeded with the meeting.

On the basis of E-Voting the Resolution under the first item of business was carried with requisite majority.

Then the other resolutions were taken up for consideration on a sequential basis.

ITEM NO.2:

"RESOLVED THAT the Interim Dividend @ 50% (₹1/- per share) on the paid-up equity share capital of Rs.2,92,30,630/- paid to the members be and is hereby recorded and the final dividend @ 110% (₹2.20/- per share) be and is hereby declared for the year ended 31st March, 2014 and that the final dividend be paid to those members whose names appear in the Company's Register of Members as on 18th September 2014 and to the beneficial owners whose names appear in the list provided by the Depositories as on the closing hours of business on 18th September 2014".

On the basis of Evoting, the resolution was carried with requisite majority.

ITEM NO.3:

"RESOLVED THAT the retiring Director, Dr. Pasumarthi S.N. Murthi, be and is hereby re-appointed as a Director of the Company."

On the basis of Evoting, the resolution was carried with requisite majority.

ITEM NO. 4:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to



M/S. P.S. Subramania Iyer & Co., Chartered Accountants, Chennai (Firm Registration No.00012045) 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 78th Annual General Meeting of the Company, on a remuneration as may be determined by the Board of Directors of the Company."

On the basis of Evoting, the resolution was carried with requisite majority .

ITEM NO. 5:

RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. H.B.N Shetty (holding DIN 00015465), Director, who retires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of three consecutive years from this Annual General Meeting.

On the basis of Evoting, the resolution was carried with requisite majority .

ITEM NO. 6:

"RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. A. Sathish Kumar (holding DIN 00087283), Director, who retires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of three consecutive years from this Annual General Meeting.

On the basis of Evoting, the resolution was carried with requisite majority .

ITEM NO. 7:

"RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Marie Shiranee Pereira (holding DIN 05177560), Director, who retires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of three consecutive years from this Annual General Meeting.

On the basis of Evoting, the resolution was carried with requisite majority .



ITEM NO. 8:

"RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr.S. Vydeeswaran (DIN 06953739), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of three consecutive years from this Annual General Meeting.

On the basis of Evoting, the resolution was carried with requisite majority .

The Chairman stated that since the next item of business concerns his interest Mr. A. Satish Kumar would occupy the Chair to transact the said item of business. Mr. A. Satish Kumar occupied the Chair.

ITEM NO. 9:

"RESOLVED that pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by inserting the following new Article 105A after the existing Article 105:

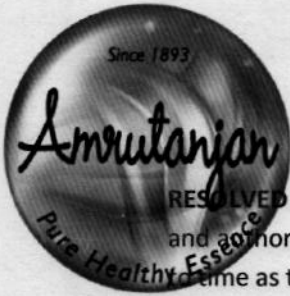
"105A Mr. Sambhu Prasad shall be the Chairman & Managing Director of the Company whose period of office is not liable to determination by retirement of Directors by rotation"

On the basis of Evoting, the resolution was carried with requisite majority .

Mr. S. Sambhu Prasad takes the chair to conduct the rest of the proceedings in the meeting.

ITEM NO. 10:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the General Meeting and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of `50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered and authorized to arrange and fix the terms and conditions of the loans to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever as they may deem fit"

On the basis of Evoting, the resolution was carried with requisite majority.

ITEM NO. 11:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the General Meeting and pursuant to Section 180 (1) (a) of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to mortgage and charge immoveable and moveable properties of the Company by the Board of Directors of the company, where soever situated, present and future to or in favour of Financial institutions / banks (hereinafter the "Lenders") of the Company to secure the Financial assistances granted/ to be granted by the Lenders upto an amount in the aggregate not exceeding `50 Crores, together with all interest thereon, commitment charge , costs, charges, expenses, and all the moneys payable by the Company to the Lenders in terms of the respective facility agreements entered into by the company in respect of the aforesaid assistances."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the lenders, as the case may be the documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution.

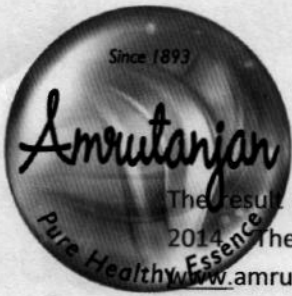
On the basis of Evoting, the resolution was carried with requisite majority

ITEM NO. 12:

"RESOLVED THAT the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the remuneration approved by the Board of Directors on the recommendations of the Audit Committee for Mr. G. Thangaraj (Firm Regn No. 100464) for conducting the audit of cost records of the Company for the financial year 2014-15 at Rs.1,50,000/- P.A. (Rupees One Lakh and fifty thousand per annum) plus reimbursement of out pocket expenses incurred for purpose of sch audit."

On the basis of Evoting, the resolution was carried with requisite majority.

Chairman stated that the scrutinizer shall distribute the Polling paper to the members, who did not cast their votes in e-voting process may fill in and sign the Polling papers to cast their votes and submit the same to scrutinizer and the Scrutinizer will collect the polling papers signed by the members. After counting of votes, the scrutinizer will submit his report.



The result of e-voting and poll will be declared within two working days i.e by September, 24, 2014. The result of e-voting and poll will be posted on the Company's website www.amrutanjan.com and website of stock exchanges.

VOTE OF THANKS:

There being no other matter, the meeting ended with a vote of thanks to the chair.

DATE : 22-09-2014

PLACE: CHENNAI

CHAIRMAN