

ELDER HEALTH CARE LIMITED

MINUTES OF 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ELDER HEALTH CARE LIMITED ON FRIDAY, THE 25TH DAY OF MARCH 2015 AT PLOT NO. A-38/3, PATALGANGA INDUSTRIAL AREA, VILLAGE – KHAIRE, TALUKA-KHALAPUR, DISTRICT – RAGIAD, MAHARASHTRA 410 220 AT 12.30 A.M.

Present

Dr. Anuj Saxena	-	Managing Director
Mr. Alok Saxena	-	Director

Members Present

The meeting was attended by 15 shareholders out of whom 12 shareholders were in person and 3 persons authorized representatives of other companies who are shareholders of the Company.

After ascertaining the required quorum was present, the Chairman declared the meeting as commenced.

The Chairman informed the meeting that the Register of Members, Register of Directors shareholding with other statutory registers are kept open for inspection of the Shareholders and mentioned that the same would be available for inspection during the the continuance of the meeting.

By the general consensus of the members present, notice convening the meeting, the Accounts for the year ended 30th June 2014 and Directors Report were taken as read. The Secretary read out the Auditor's Report and the annexure thereon with the consent of the members present.

The Chairman briefly informed the operation of the Company also mentioned about the reasons for decline in sales. While on his speech he had touch the economy, industrial scenario and also informed the shareholders about the company's intension about introduction of new range of products in the area of Cosmetic, skin and hair segments. After his brief speech, the Chairman invited questions and clarifications from the Shareholders. After the queries were answered by the Chairman moved the following resolution as Ordinary Resolution:

RESOLUTION NO. 1 (RE. ADOPTION OF ACCOUNTS:

RESOLVED THAT the balance Sheet as at 30th June 2014 and the Profit & Loss Account for the year ended on that date together with Directors' Report and the Auditors' Report thereon be and are hereby approved and adopted".

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The Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer and show of hands.

Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding Shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)	2		3	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional Holders	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil

Taking into account of unanimity, the Chairman declared that the above Ordinary Resolution was passed.

Resolution No. 2 (Re-appointment of Mrs. Urvashi Saxena, as a Director) as an Ordinary Resolution.

Chairman informed the meeting that term of Mrs. Urvashi Saxena, Independent Director of the Company completed as on the date and is due to retire at this Annual General Meeting. The Chairman further informed that she resigned w.e.f. 3rd February, 2015 with an intent not to get re-appointed. Company has decided not to fill in the vacancy now. He then moved the resolution No. 2 as an Ordinary Resolution.

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Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding Shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)_	2		3	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional Holders	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil

Taking into account of unanimity, the Chairman declared that the above Ordinary Resolution as passed.

Resolution NO. 3 (Re-appointment of Mr. B.L. Gupta, as a Director) as an Ordinary Resolution

Chairman informed the meeting that term of Mr. B.L. Gupta, Independent Director of the Company completed his term and is due to retirement by rotation as on the date of this Annual General Meeting. The Chairman further informed that since he resigned w.e.f. 12th December 2014 with an intent not to get re-appointed. Company has decided not to fill in the vacancy now. He moved the resolution No. 3 as an Ordinary Resolution.

Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding Shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)_	2		3	(3) =	(4)	(5)	(6) =	(7) =

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					$\frac{[(2)/(1)]}{*100}$			$\frac{[(4)/(2)]}{*100}$	$\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional Holders	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil


Taking into account of unanimity, the Chairman declared that the above Ordinary Resolution as passed.

Resolution NO. 4 (Re-appointment of M/s. S.S. Khandelwal & Co., Chartered Accountants as Statutory Auditors as an Ordinary Resolution.

The Chairman then moved the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification of re-enactment thereof for the time being in force, M/s Khandelwal & Co., Chartered Accountants (Registration NO. 105064W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of three years commencing from the conclusion of this ensuing Annual General Meeting till the conclusion of Annual General Meeting for the financial year 2016-17, subject to ratification of such re- appointment by shareholders in each subsequent Annual General Meeting and on such other terms and conditions as may be fixed by the Board of Directors"

Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)	2		3	(3) = $\frac{[(2)/(1)]}{*100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]}{*100}$	(7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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Holders									
Public- Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil

Taking into account of unanimity, the Chairman declared that the above Ordinary Resolution as passed.

Resolution No. 5 (Ratification of remuneration payable to Mr. T.M. Rathi, Cost Auditors) as Special Resolution.

The Chairman then moved the following resolution as a Special resolution:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. T.M. Rathi, Mumbai, Cost Accountants being the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15 at a remuneration of Rs.1,00,000/- (Rupees One lac only) plus reimbursement of out of pocket expenses at actuals be and is hereby ratified.

Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)_	2		3	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional Holders	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil

Taking into account of unanimity, the Chairman declared that the above Special Resolution as passed.

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Resolution No. 6 for increase in borrowing powers as a Special Resolution:

The Chairman then moved the following resolution as a Special Resolution

"RESOLVED THAT pursuant to Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions, if any, and in supersession of the earlier resolutions consent of the members be and is hereby accorded to the Board of Directors of the Company, for borrowing from time to time upto a limit not exceeding in the aggregate Rs. 110,00,00,000/- (One hundred ten crores only) notwithstanding the moneys already borrowed and the moneys to be borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of its paid up capital and free reserves, that is to say reserves not set apart for any specific purpose".

Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)_	2		3	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional Holders	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil

Taking into account of unanimity, the Chairman declared that the above Special Resolution as passed.

Resolution No. 7 - Consent to Mortgage and Hypothecation of Company's immovable and movable properties as a Special Resolution:

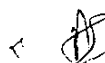
The Chairman then moved the following resolution as a Special resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board) to create such charges, mortgages and hypothecations on such moveable and immoveable properties including intangibles, both present and future, of every nature and kind whatsoever and/or creating floating charge on all the assets, whether moveable or immoveable, for the purpose of securing any loans, advances, credit facilities, debt instruments etc. taken and/or issued by the Company from time to time upto the maximum limit as prescribed under section 180(1)(c) of the Companies Act, 2013 for borrowing of the Company".

Promoter/P ublic	No. of Shares held	No. of Votes Polled		Total No. of Shares Polled	% of Vote on Outstan ding shares	No. of Votes - favour	No. of Votes - Against	% of Votes In favour On votes Polled	% of Votes against on votes polled
		By e- Voting	By show of hands						
	(1)	2		3	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	1941027	1084823	498465	1583288	81.57	1583288	Nil	81.57	Nil
Public Institutional Holders	Nil-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	2058973	Nil	1092	1092	0.05	1092	Nil	0.05	Nil
Total	4000000	1084823	499557	1584380	81.62	1584380	Nil	81.62	Nil

Taking into account of unanimity, the Chairman declared that the above Special Resolution as passed.

The Chairman informed the Company Secretary to inform the results of voting in the AGM to the Bombay Stock Exchange in the format prescribed under 35A of the Listing Agreement.



VOTE OF THANKS:

There being no other business to transact the meeting ended with vote of thanks to the Chair.

A handwritten signature in black ink, appearing to be 'H. S.', written over a horizontal line.

CHAIRMAN