

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF THE FIFTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANUH PHARMA LIMITED, HELD ON FRIDAY, 24<sup>TH</sup> JULY, 2015 AT 12.00 NOON AT 6<sup>TH</sup> FLOOR, BABASAHEB DAHANUKAR HALL, MAHARASHTRA CHAMBER OF COMMERCE, INDUSTRY & AGRICULTURE, ORICON HOUSE, 12, K. DUBASB MARG, MUMBAI 400 001**

**Present:**

Mr. Jasvantlal G. Shah	- Chairman	(DIN: 00372600)
Mr. Bipin N. Shah	- Managing Director	(DIN: 00083244)
Mr. Jayantilal P. Shah	- Director	(DIN: 00083146)
Mr. Lalitkumar P. Shah	- Director	(DIN: 00396345)
Mr. Bharat N. Shah	- Director	(DIN: 00083354)
Mr. Dilip G. Shah	- Director	(DIN: 01989812)
Mr. Arun L. Todarwal	- Director	(DIN: 00020916)
Mr. Sandeep Joshi	- Director	(DIN: 00516409)
Mr. G. C. Sharda	- Director	(DIN: 06583340)
Ms. Rajeshree T. Gor	- Director	(DIN: 06873519)

Other 80 Members were present in person and 2 Members were present through proxy.

**Appointment of Chairman:**

Mr. Bipin Shah confirmed the quorum for the Meeting.

Mr. Bipin Shah welcomed the members at the Fifty Fifth Annual General Meeting of the Company and informed them that the Register of the Members and Proxy Register were open for inspection.

Mr. Jasvantlal G. Shah took the chair.

Mr. Jasvantlal G. Shah then addressed the Meeting with the Chairman's speech. He informed the members about the progress of the Company since the last Annual General Meeting.

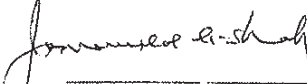
With the permission of the Members, the Notice of the Meeting was taken as read.

Then, Mr. Bipin N. Shah read out the Auditors Report at the request of the Chairman.

**1. Adoption of Annual Accounts:**

The Shareholders considered the Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date and the Auditors Report thereon and the Directors' Report attached thereto including the annexures annexed thereto, and then it was:

**"RESOLVED THAT** the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as on that date along with the Directors' Report and the Auditors' Report thereon, be and are hereby received, considered and adopted."

  
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On being put to vote the above resolution was passed unanimously as an Ordinary Resolution.

2. **Re- Appointment of Mr. Bharat N. Shah (DIN: 00083354):**

"RESOLVED THAT Mr. Bharat N. Shah, the Director retiring by rotation, being eligible for re-appointment and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

On being put to vote the above resolution was passed unanimously as an Ordinary resolution.

3. **Re- Appointment of Mr. Lalitkumar P. Shah (DIN: 00396345):**

"RESOLVED THAT Mr. Lalitkumar P. Shah, the Director retiring by rotation, being eligible for re-appointment and offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

On being put to vote the above resolution was passed unanimously as an Ordinary resolution.

4. **Declaration of Final Dividend for the financial year 2014-15:**

"RESOLVED THAT a Dividend of Rs. 5/- per share i.e. @ 100% on 83,52,000 Equity Shares of Rs. 5/- each fully paid up, be paid for the financial year 2014-15 to the shareholders of the Company whose names appear on the Register of Members as on 3<sup>rd</sup> July, 2015."

On being put to vote the above resolution was passed unanimously as an Ordinary Resolution.

5. **Ratification of Appointment of Auditors:**

"RESOLVED THAT M/s. S. I. Mogul & Co., Chartered Accountants (Registration No. 106512W), be and are hereby appointed at the 54<sup>th</sup> Annual General Meeting as Statutory Auditors of the Company, to hold office till the conclusion of the 57<sup>th</sup> Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT appointment of M/s. S. I. Mogul & Co., Chartered Accountants (Registration No. 106512W) ratified by the Members present at the 55<sup>th</sup> Annual General Meeting of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with the required authorities including e-form with the Registrar of Companies to give effect to the ratification of the appointment of the Statutory Auditors."

On being put to vote the above resolution was passed unanimously as an Ordinary Resolution.



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6. Appointment of Mr. Girikrishna Maniar as a Cost Auditor for the financial year 2015:

"RESOLVED THAT subject to the approval of Central Government, Mr. Girikrishna Maniar, Cost Auditor who has confirmed his eligibility u/s 148 of The Companies Act, 2013 be and is hereby appointed as Cost Auditor to audit the Cost Accounting records related to Bulk Drugs of the Company for the Financial Year 2015-2016 on a remuneration of Rs. 1,10,000/- p.a. plus out of pocket expenses".

RESOLVED FURTHER THAT Mr. Bipin Shah, Managing Director (DIN: 00083244) or Mr. Lalitkumar P. Shah, Director (DIN: 00396345) of the Company be and is hereby authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give the effect of the appointment of the Cost Auditor."

On being put to vote the above resolution was passed unanimously as an Ordinary Resolution.

7. Increase in authorized Share Capital of the Company

"RESOLVED THAT pursuant to Section 64(1) and any other applicable provisions of the Companies Act, 2013, the approval of the Members be and is hereby granted to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs.51,00,00,000/- (Rupees Fifty One Crores Only) divided into 10,20,00,000 (Ten Crores Twenty Lacs Only) Equity Shares of Rs. 5/- (Rupees Five Only).

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to take necessary steps to give effect to the increase in the Authorised Share Capital."


On being put to vote the above resolution was passed unanimously as an Ordinary Resolution.

8. Alteration of Memorandum of Association of the Company

RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of the Association of the Company be and is hereby altered and substituted by the following :

"V. The Authorised Share Capital of the Company is Rs. 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 10,20,00,000 (Ten Crores Twenty Lacs Only) Equity Shares of Rs. 5/- (Rupees Five only) each."

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to take necessary steps to give effect to above and to take the consent of the Members for alteration of the capital clause of the Memorandum of Association."

  
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On being put to vote the above resolution was passed unanimously as a Special Resolution.

9. Alteration of Articles of Association of the Company

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force, the Article No. 6 of the Articles of Association of the Company be and is hereby altered and substituted by the following:

“The Authorised Share Capital of the Company is same as mentioned in clause No. V of the Memorandum of Association.”

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to take necessary steps to give effect to above and to take the consent of the Members for alteration of the capital clause of the Articles of Association.”

On being put to vote the above resolution was passed unanimously as a Special Resolution.

10. Authorize Board of Directors to borrow moneys on behalf of the Company

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either from the Company's bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in the aggregate Rs. 2,00,00,00,000/- [Rupees Two Hundred Crores Only] notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that it is to say, reserves not set apart for any specific purpose.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

On being put to vote the above resolution was passed unanimously as a Special Resolution.

*Javed Rishi*

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11. Authorize Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable / immovable properties of the Company

**"RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as 'the Board') for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad in one or more tranches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores Only) at any time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad on such terms and conditions as may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

On being put to vote the above resolution was passed unanimously as a Special Resolution.

12. Issue of Bonus Shares

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with the Rules relating thereto, the relevant clauses of the Memorandum of Association & Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI), including the provision of the SEBI (Issue of Share Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) the approval of Members be and is hereby granted to capitalize a sum of Rs. 12,52,80,000/- (Rupees Twelve Crores Fifty Two Lakhs Eighty Thousand only) out of the reserves set free for distribution amongst the equity shareholders

*J. M. K. S. K.*  
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by issue of 2,50,56,000 bonus shares of Rs. 5/- (Rupees Five Only) each credited as fully paid to the equity shareholders in the proportion of two equity shares for every one equity share held by them as on the record date, to be fixed by the Board.

**RESOLVED FURTHER THAT** the bonus shares to be issued as fully paid equity shares shall be subject to the Memorandum and Articles of Association of the Company ranking in all respects pari passu to the existing equity shares.


**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to carry out the necessary formalities to give effect to the above resolution."

On being put to vote the above resolution was passed unanimously as a Special Resolution.

**13. Vote of Thanks:**

The Meeting ended with a vote of thanks to the chair.

Date: 17<sup>th</sup> August 2015

  
CHAIRMAN