



**AHLCON
PARENTERALS
(INDIA) LIMITED**
(A B. BRAUN GROUP CO.)
(AN ISO 9001 : 2008 Co.)

**MINUTES OF THE PROCEEDINGS OF THE TWENTY SECOND ANNUAL
GENERAL MEETING OF AHLCON PARENTERALS (INDIA) LIMITED HELD ON
MONDAY, THE 29TH DAY OF SEPTEMBER, 2014 AT 3.00 P.M AT FICCI K K BIRLA
AUDITORIUM, 1, TANSEN MARG, NEW DELHI-110001**

PRESENT:

DIRECTORS

1. MR. ANAND APTE
2. MR ARUN MUDGAL
3. MR. ARUN .K. GUPTA
4. DR. S.C.L .GUPTA

CHAIRMAN
MANAGING DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR

INVITEES

MR. VIRENDRA AGARWAL
MR SACHIN GUPTA

REPRESENTATIVE
STATUTORY AUDITORS

IN ATTENDANCE

MR. SANDEEP CHOTIA
MR. RANJAN KUMAR SAHU
MR SANTOSH KUMAR PRADHAN

CHIEF FINANCIAL OFFICER
COMPANY SECRETARY
SCRUTINIZER

MEMBERS

333 members including proxy present in the meeting.

CHAIRMAN'S ADDRESS

Mr. Anand Chandrashekhar Apte, Chairman, took the chair and after ascertaining that the requisite quorum for the meeting was present, called the meeting to order. The Chairman welcomed the members to the 22nd Annual General Meeting of the company. Copies of the Chairman's address to the members have already been circulated with the members present was taken as read with the permission of the members.



Registered Office:

Unit No. 201-205, ND Mall-1, 2nd Floor,
Netaji Subhash Place, New Delhi-110 034
Tel: 91 11-42344234 • Fax: 91 11-42344221
Email: info@ahlconindia.com • Website: www.ahlconindia.com

Factory:

SP-917 & 918, Phase-III,
Bhiwadi-301019, Distt. Alwar (Raj),
Tel: 01493-305300 (30Lines)
Fax :01493 -305345, 221045

The Chairman informed that, as per the provisions of **section 107 of the Companies Act, 2013 read with the companies (management & administrations) Rules, 2014**, resolutions shall not be decided at the general meeting by show of hands and as such, voting shall not be carried out by show of hands in today's meeting and the resolutions shall be decided through combined result of e-voting, ballot & poll.

With reference to above subject, the members in 22nd Annual General Meeting held on 29th day of September, 2014 at 3.00 P.M. E-voting was kept open for members from 22nd September, 2014 to 25th September, 2014 and as per the advice of the Chairman ballot papers were circulated to the members/ proxies present at the Annual General Meeting for those members who have not availed the e-voting.

The Company secretary then read the items of business of the meeting and inform about the process of e-voting. He then read out the items of business of the meeting to be transacted at the Annual General Meeting and requested all the shareholders to vote through the Poll.

After ensuring that all the shareholders had casted their vote through Poll, he informed that the results shall be declared after receiving the consolidated report from the Scrutinizer and the result shall be uploaded in the Company's website and also be informed to the Stock Exchanges.

VOTE OF THANKS

There being no other matter for consideration by the shareholders, the Annual General Meeting concluded with a vote of thanks to the members by the Company Secretary.

CONSOLIDATED RESULTS OF AGENDA ITEMS AS DETAILED IN THE AGM NOTICE DATED 12TH AUGUST, 2014

ITEM NO.1 : ADOPTION OF ANNUAL ACCOUNTS

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss and Cash Flow Statement for the year ended on the said date and the Reports of the Auditors and Directors thereon, be and hereby received, considered and adopted."

Total votes cast in favour: 6691351

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.



ITEM NO.2: REAPPOINTED MR. ANAND CHANDRASHEKHAR APTE AS A DIRECTOR RETIRING BY ROTATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Anand Chandrashekhhar Apte (DIN: 01677401), who retires by rotation under Article 90 of the Articles of Association of the Company, be and is hereby reappointed as Director of the Company.”

Total votes cast in favour: 6691351

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.

ITEM NO.3: APPOINTMENT OF STATUTORY AUDITORS

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder and pursuant to the recommendations of Audit Committee and approval of Board, M/s. Arun K Gupta & Associates., Chartered Accountants (Registration No. 000605N), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the third Annual General Meeting of the Company to be held in 2017 (subject to ratification by members at every AGM held after this AGM) at such remuneration as shall be fixed by the Board of Directors of the Company upon recommendations of the Audit Committee.”

Total votes cast in favour: 6691251

Total Votes cast against: 100

The above said resolution was passed with requisite majority.

ITEM NO.4: APPOINTMENT OF MR. ARUN KUMAR GUPTA, (DIN: 371289) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that Mr. Arun Kumar Gupta, (DIN:371289) already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable



provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue to act as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 , and shall not be liable to retire by rotation.”

Total votes cast in favour: 6691251

Total Votes cast against: 100

The above said resolution was passed with requisite majority.

ITEM NO.5: APPOINTMENT OF DR. S. S. ARORA, (DIN : 371867) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

”RESOLVED that Dr. S. S. Arora, (DIN : 371867) already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue to act as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 and shall not be liable to retire by rotation.”

Total votes cast in favour: 6691351

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.

ITEM NO.6 : APPOINTMENT OF DR. S. C. L. GUPTA, (DIN: 359155) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

”RESOLVED that Dr. S. C. L. Gupta, (DIN : 359155) already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue to act



as an Independent Director for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019, and shall not be liable to retire by rotation.”

Total votes cast in favour: 6691351

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.

ITEM NO.7: INCREASE OF REMUNERATION OF MR. ARUN MUDGAL, MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 196, and read with sec 197 and schedule V of the Companies Act 2013 and pursuant to Companies (Appointment and remuneration of Managerial Personnel) Rule 2014 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) and pursuant to Managing Director agreement dated 01.10.2012 and Article 108 of the Articles of Association of the Company and approval of the Central Government, if required, the Managerial remuneration of the Managing Director be increased as setout in the explanatory statement attached to this notice and contained in the Agreement with effect from 1st April, 2014 for a period of one year with annual increment of upto maximum 20% in accordance with provisions under Companies Act, 2013.

RESOLVED FURTHER that notwithstanding anything contained herein above where, if in any financial year during the term of employment of Mr. Arun Mudgal (DIN : 06366992), the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. Arun Mudgal as specified in the employment agreement as minimum remuneration subject to compliance with the applicable laws and the approval of the appropriate authority if and to the extent necessary and notwithstanding that the same is in excess of the maximum remuneration permitted to be paid to Mr. Arun Mudgal as the Managing Director of the Company under the applicable provisions of the Companies Act.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolutions.

RESOLVED FURTHER that any one of the Director and/or the Company Secretary of the Company be and is hereby severally authorized to sign and file the prescribed forms with the Registrar of Companies along with the requisite fees and to comply with all other provisions of the applicable laws including without limitation with the provisions of Companies Act, 2013 to give effect to the above resolutions.”

Total votes cast in favour: 6691251

Total Votes cast against: 100



The above said resolution was passed with requisite majority.

ITEM NO.8: APPROVAL OF RELATED PARTY TRANSACTIONS WITH B BRAUN MEDICALS (INDIA) PVT LIMITED

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and clause 49 of the listing agreement, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into a related party contract with M/s. B Braun Medical (India) Limited for manufacturing, purchase, sale, supply of goods and services for a period of 3 years for a maximum amount per annum, as mentioned in the explanatory statement and as per the terms and conditions mentioned in the contract ”

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to decide upon the nature and value of the products, goods, materials, services or facilities to be transacted with M/s. B Braun Medical (India) Limited and to do all such acts, matters and things as may be necessary to give effect to the above resolution”.

Total votes cast in favour: 6691251

Total Votes cast against: 100

The above said resolution was passed with requisite majority.

ITEM NO.9: RATIFICATION OF REMUNERATION OF COST AUDITORS

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (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 appointment of M/s Kabra and Associates, Cost Accountants, as Cost Auditors as appointed by the Board of Directors of the Company as such to conduct the audit of the cost records of the Company for the financial year 2014-15 and the payment of remuneration as mentioned in the explanatory statement (including out of pocket expenses as may be incurred in connection with the audit but excluding out of pocket expenses as may be incurred in connection with the outstation travels as per actuals) and Service Tax as



may be applicable.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as maybe necessary to give effect to the above resolution.”

Total votes cast in favour: 6691351

Total Votes cast against: Nil

The above said resolution was passed with requisite majority.

ITEM NO.10: APPROVAL OF RELATED PARTY TRANSACTIONS WITH OYSTER MEDISAFE PVT. LIMITED

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and clause 49 of the listing agreement, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into a related party contract with Oyster Medisafe Private Limited for purchase, sale, supply of goods and services for a period of 3 years for a maximum amount per annum, as mentioned in the explanatory statement and as per the terms and conditions mentioned in the contract .”

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to decide upon the nature and value of the products, goods, materials, services or facilities to be transacted with Oyster Medisafe Private Limited and to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

Total votes cast in favour: 6691251

Total Votes cast against: 100

The above said resolution was passed with requisite majority.

Certified True Copy
For AHLCON PARENTERALS (INDIA) LIMITED

COMPANY SECRETARY



Handwritten signature in blue ink.