

AARTI DRUGS LIMITED

PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, THE 14TH DAY OF AUGUST, 2015, AT 11.00 A.M. HELD AT THE REGISTERED OFFICE OF THE COMPANY AT TIMA HALL, MIDC TARAPUR, TALUKA PALGHAR, DIST. PALGHAR - 401 506, MAHARASHTRA.

The Chairman, Shri Prakash M. Patil, welcomed the Shareholders at the 30th Annual General Meeting of the Company.

Stating that the required quorum was present, he called the meeting to order. The Statutory Registers as required were kept open at the Meeting for inspection by the members.

With the permission of the members present, the Notice convening the Annual General Meeting was taken as read.

At the request of the Chairman, the Company Secretary read out the Auditor's Report on the Accounts for the year ended 31st March, 2015.

ITEM NO. 1

Mr. Harit P. Shah proposed for Item No. 1 for adoption of the Accounts and Reports of the Director's and Auditor's thereon and Shri P. K. Mahajan seconded the resolution.

Thereafter the Chairman invited and replied questions/comments made by the members on the Accounts and documents attached/annexed thereto.

The Chairman then state that E-voting on the resolution is already conducted. Further, Poll is ordered for those members who have not voted electronically to be conducted at the end of the meeting.

ITEM NO. 2

Item No. 2 of the Notice proposes to declare final dividend of Rs.3/- per share recommend by the Board which is declared will be paid on or after 19th August, 2015 would entail outflow of Rs.7.27 crore plus dividend distribution tax thereon.

Chairman propose the following resolution for Item No. 2 of the Notice to be passed as an ordinary resolution.

Mr. Harit P. Shah to second the resolution.

The Chairman states that E-voting on the resolution is already conducted. Further, Poll is ordered for those members who have not voted electronically to be conducted at the end of the meeting.

ITEM NO. 3

Mr. Rajendra Gogri, being one of the promoter is retiring by rotation is proposed for reappointment as Director.

Chairman propose the following resolution for Item No. 3 of the Notice to be passed as an ordinary resolution.

Mr. Harshit M. Savla to second the resolution.

The Chairman states that E-voting on the resolution is already conducted. Further, Poll is ordered for those members who have not voted electronically to be conducted at the end of the meeting.

ITEM NO.4

M/s. Gokhale & Sathe, Auditors had been appointed as such for a period of three years at last AGM. As per law, members are required to ratify their appointment at every AGM and that they have given their consent and confirmed their eligibility for appointment.

Chairman move the resolution mentioned at Item No. 4 of the Notice to be passed as an ordinary resolution.

Mr. Harshit M. Savla to second the resolution.

The Chairman states E-voting on the resolution is already conducted. Further, Poll is ordered for those members who have not voted electronically to be conducted at the end of the meeting.

The Chairman being interest in the next matter, with the permission of members, request Mr. Harshit Savla, Jt Managing Director of the Company to chair the meeting. Mr. Harshit Savla then took to take chair.

ITEM NO.5

Mr. Harshit Savla to mention that resolution at Item No. 5 of the Notice proposes to vary terms of remuneration of Mr. Prakash Patil, CMD with effect from 01.04.2015 authorising Board to revise basic salary up to a limit specified in the explanatory statement with all other terms and conditions remaining unchanged.

Mr. P. K. Mahajan move the resolution mentioned at Item No. 5 of the Notice to be passed as an ordinary resolution.

Mr. Harit P. Shah to second the resolution.

The Chairman states E-voting on the resolution is already conducted. Further, Poll is ordered for those members who have not voted electronically to be conducted at the end of the meeting.

Mr. Harit Shah then to request Mr. Prakash Patil to resume the chair. Mr. Prakash Patil to thank Mr. Harit Shah and members and resume chair.

ITEM NO. 6

As required by law, resolution at Item No. 6 proposes to ratify the the remuneration payable to Cost Auditor as stated therein.

I move the resolution mentioned at Item No. 6 of the Notice to be passed as an ordinary resolution.

Mr. Harit P. Shah to second the resolution.

The Chairman states E-voting on the resolution is already conducted. Further, Poll is ordered for those members who have not voted electronically to be conducted at the end of the meeting.

The Chairman then declared the Meeting as terminated.

For **AARTI DRUGS LIMITED**



SUNNY PAGARE
COMPANY SECRETARY

PLACE: TARAPUR
DATE : 14/08/2015.