

MINUTES OF THE PROCEEDING OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER 2014 AT 3.30 P.M. AT SHAH AUDITORIUM, SHREE DELHI GUJRATI SAMAJ, 2, RAJNIWAS MARG, CIVIL LINES, DELHI-110054.

PRESENT

- | | |
|-----------------------------|---------------------|
| 1.MR. RAJINDER KR. GUPTA | IN THE CHAIR |
| 2.MR. B K GUPTA | MANAGING DIRECTOR |
| 3.MR. SANJAY BANSAL | DIRECTOR |
| 4.DR. MUNISHWAR LAL PARNAMI | DIRECTOR |
| 5.MR. ASHUTOSH GUPTA | WHOLE TIME DIRECTOR |

IN ATTENDANCE

- | | |
|--------------------------|-------------------------|
| 5.MR. RAJESH MADAN | EXECUTIVE DIRECTOR |
| 6.MR. RAJESH KUMAR GUPTA | CHIEF FINANCIAL OFFICER |
| 7.MS. SHARMILA CHHIKARA | COMPANY SECRETARY |

AND

8. 76 Members

Mr. Rajinder Kumar Gupta took the chair

The Secretary welcomed the members to the meeting.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Notice convening the meeting and the Directors' Report, having already been circulated to the members were taken as read with the general consent.

The Auditors Report was read by the Secretary.

The Secretary informed the meeting that the Register of Members and the Register of Director's shareholding are kept open and accessible during the continuance of the meeting.

The Chairman informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 and Clause 35 of the Listing Agreement with the Stock Exchange, the Company had offered e-voting facility to shareholders and the Scrutinizer Mr. Jitesh Kumar Gupta, Practising Company Secretary had submitted his report.



Jitesh

CHAIRMAN'S
INITIALS

MINUTE BOOK

In order to provide an opportunity to those members who have not exercised e-voting, the chairman offered to conduct a Poll and Ballot paper in MGT 12 was made available to the members.

After conclusion of the Poll, Chairman announced that the final result will be announced to the stock exchange & on the website of the Company.

The final results of the voting as announced to the stock exchange & the resolutions passed are as under:-

The result of the Poll and Voting through electronic means in respect of the said Resolution is as under:

Item No.1. (Ordinary Resolution): Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.

1. Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647
Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2. Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3. Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical	Number of Votes Cast (shares)

E-Voting		NIL	NIL
Physical (Ballot Form)		NIL	NIL
Poll		1	1
Total		1	1

"RESOLVED THAT the Profit and Loss Account for the year ended 31st March 2014 and the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon be and are hereby received, considered and adopted."

Item No.2. (Ordinary Resolution): Re-Appointment of retiring Director Mr. Sanjay Bansal

1. Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	10	3838420
Physical (Ballot Form)	6	12
Poll	10	206
Total	26	3838638

2. Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3. Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL

CHAIRMAN'S INITIALS



Form)		
Poll	1	1
Total	1	1

“RESOLVED THAT Mr. Sanjay Bansal (DIN: 00121667) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company”

Item No.3. (Ordinary Resolution): Appointment of M/s Ashok Sharma & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.

1. Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647
Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2. Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3. Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL

2006/1
226
AIRMAN'S INITIALS



Poll	1	1
Total	1	1

“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 time, M/s. Ashok Sharma & Associates, Chartered Accountants, Delhi, (Firm Registration No. 004161N) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the company.”

Item No. 4 (Ordinary Resolution): Approval of contribution to charitable institutions as per Sec 181 of Companies Act, 2013

1. Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647
Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2. Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3. Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)

Receiver
12/06



CHAIRMAN'S INITIALS

E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

"RESOLVED THAT in supersession of earlier resolution passed by the shareholders at the Annual General Meeting, held on 27.09.2013 under Section 293(1)(e) of the erstwhile Companies Act, 1956 and pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to contribute for the welfare of society to charitable institutions not directly related to the business of the Company or the welfare of its employee, in kind, i.e. medicine valued not exceeding Rs. 50 Lacs in aggregate in financial year 2014-15 which is in excess of five percent of the average net profits for the three immediately preceding financial years."

Item No. 5 (Special Resolution): Approval of Increase in Borrowing Limits as per Sec 180 (1)(c) of the Companies Act, 2013

1. Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647
Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2. Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

Handwritten: 1000000
RGA

AIRMAN'S INITIALS



3. Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

"**RESOLVED THAT** in supersession of earlier resolution passed by the shareholders at the Annual General Meeting, held on 27.09.2013 under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate Rs. 50,00,00,000 (Rupees Fifty Crores only)."

Item No. 6 (Ordinary Resolution): Re-Appointment of Mr. Rajinder Kumar Gupta as an Independent Director of the Company.

1. Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	12	4383547
Physical (Ballot Form)	6	12
Poll	10	206
Total	28	4383765



CHAIRMAN'S INITIALS

2. Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3. Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Rajinder Kumar Gupta (DIN: 00145937), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years w.e.f. 30th September, 2014 on such remuneration by way of sitting fees, other permissible out of pocket expenses as approved by the board including committee of the board.”

Item No. 7 (Ordinary Resolution): Re-Appointment of Dr. Munishwar Lal Parnami as an Independent Director of the Company.

1) Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647



Qcc/b)
226

Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Dr. Munishwar Lal Parnami (DIN: 00248669), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years w.e.f. 30th September, 2014 on such remuneration by way of sitting fees, other permissible out of pocket expenses as approved by the board including committee of the board.”

Item No. 8 (Ordinary Resolution): Re-Appointment of Ms. Harshita as an Independent Director of the Company.



CHAIRMAN'S
INITIALS

1) Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647
Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Ms. Harshita (DIN: 06631007), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) consecutive years w.e.f. 30th September, 2014 on such remuneration by way of sitting fees, other permissible out of pocket expenses as

approved by the board including committee of the board.”

Item No. 9 (Special Resolution): Revision of the period of office of Mr. Bal Kishan Gupta liable to retire by rotation

1) Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	9	1596392
Physical (Ballot Form)	6	12
Poll	10	206
Total	25	1596610

2) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force), the period of office of Mr. Bal Kishan Gupta (DIN:00032772), the Managing Director of the Company, who is a non retiring Director in terms of the

CHAIRMAN'S
INITIALS



erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.”

Item No. 10 (Special Resolution): Revision of the period of office of Mr. Ashutosh Gupta liable to retire by rotation

1) Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	9	1596392
Physical (Ballot Form)	6	12
Poll	10	206
Total	25	1596610

2) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

@cup

IRMAN'S
TIALS



“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re enactment thereof for the

time being in force), the period of office of Mr. Ashutosh Gupta (DIN:00039995), the Whole Time Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation."

Item No. 11 (Special Resolution): Revision of the period of office of Mr. Jitendra Nath Ojha liable to retire by rotation

1) Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	13	4390647
Physical (Ballot Form)	6	12
Poll	10	206
Total	29	4390865

2) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1



CHAIRMAN'S INITIALS

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force), the period of office of Mr. Jitendra Nath Ojha (DIN:06592698), the Whole Time Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation.”

Item No. 12 (Ordinary Resolution): Ratify the remuneration of Cost Auditor

1) Voted in Favour of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	8	3353582
Physical (Ballot Form)	6	12
Poll	10	206
Total	24	3353800

2) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	2	2
Total	2	2

3) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
E-Voting	NIL	NIL
Physical (Ballot Form)	NIL	NIL
Poll	1	1
Total	1	1

sub



swati
REGD

“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 Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

Dated: 7/10/2013

[Handwritten Signature]
CHAIRMAN

[Handwritten Signature]
**MEDICAMEN BIOTECH LTD.**
DELHI-52
INDIA

CHAIRMAN'S
INITIALS