

UNDER CLAUSE 31 OF THE LISTING AGREEMENT

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 25th ANNUAL GENERAL MEETING OF COMPANY HELD ON 17th DECEMBER, 2014.

ORDINARY BUSINES:

1 ORDINARY RESOLUTION

"RESOLVED THAT the Audited Financial Statements as at 30th June, 2014 together with the Directors' Report and Auditors' Report thereon and the along with the annexures thereto, be and the same are hereby received, considered and adopted."

The resolution was passed unanimously by combine voting of e-voting and on ballot at the Annual General meeting total 74110632 votes.

2 ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, dividend at the rate of Rs. 0.36 per equity share of Rs. 2/- each, on the Equity Share Capital of the Company for the year ended 30th June, 2014, be and is hereby declared out of the profits of the Company and that amount of dividend be paid to those shareholders whose name appear on the Company's Register who are holding in electric mode, at the close of business hours of 14th December, 2014 and members who are holding shares in physical mode as on 17th December, 2014."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74110582 votes in favor and 400 against the resolution.

3 ORDINARY RESOLUTION

"RESOLVED THAT Mr. Vijay Kriplani (DIN: 00033759), Director of the Company, who retires by rotation at this Meeting, being eligible offers himself for the re-appointment and is re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74109342 votes in favor and 550 against the resolution.

4

ORDINARY RESOLUTION

RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s Shyam C Agrawal & Co (Firm Registration No. 110243W) the Chartered Accountants, Mumbai, be and are hereby re- appointed as the Auditors of the Company to hold office for the period of three (3) years from the conclusion of this meeting until the conclusion of the Twenty Eighth Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at a remuneration as may be decided by the Chairman.

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74109762 votes in favor and 400 against the resolution.

SPECIAL BUSINESS:

5.

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Harish Palecanda** (DIN No.: 02797391), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f. 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,"

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74110232 votes in favor and 150 against the resolution.

6. **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Dr. Nivedita Patil** (DIN No.: 00344641), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f. 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74109922 votes in favor and 150 against the resolution.

7. **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Madhav Sapre** (DIN No.: 06715632), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f. 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director"

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74109942 votes in favor and 150 against the resolution.

8. **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read

with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Asif Taiyabbhai Rangwala** (DIN: 00054035), he and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f. 15.05.2014 to 14.05.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74109682 votes in favor and 210 against the resolution.

9. Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and any other applicable provisions thereof and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow moneys by way of loans, debentures, or otherwise from time to time for the purpose of the business of the Company upon such terms and conditions and with or without mortgaging or charging undertakings, assets and properties, whether movable or immovable, stock-in-trade, work-in-process, debtors or any part thereof of the Company as security, as the Board of Directors may in its absolute discretion deem fit even if the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company provided however that the total amount up to which moneys may be borrowed by the Company shall not exceed Rs. 10,00,00,00,000/- (Rupees one thousand crores only) over and above the aggregate of the paid up capital and free reserves of the Company and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74107419 votes in favor and 3073 against the resolution.

10. Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions thereof and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to create mortgages and/or charges on all or any of the immovable and/or movable properties, both present and future, of the Company where ever situate, and/or the whole or substantially the whole of the undertaking or undertakings of the Company, and/or conferring power to enter upon and take possession of the assets of the Company together with power to take over the management of business and concern of the Company in certain events on such terms and conditions and at such time and times and with such ranking and in such form and manner as the Board of Directors of the Company may deem fit, in favour of the Trustees for the Debenture holders or in favour of any Financial /Other Institution(s)/ Banks/Lender(s) for securing any Debentures issued/ to be issued, loan obtained/to be obtained or for moneys borrowed/to be borrowed together with interest, compound interest and/or additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, remuneration payable to the Debenture Trustees, costs, charges, expenses and other moneys payable by the Company to the Debenture Trustees /Lenders in terms of the Debenture Trust Deed and/or Agreement entered/ to be entered into between the Company and Debenture Trustees Financial /Other Institution(s)/ /Banks/Lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or alter all or any of the terms and conditions of the security aforesaid in consultation with the Debenture Trustees and other Lenders/Mortgagees as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalize and execute with the Debenture Trustees/Lenders such documents, deeds, writings and agreements, as it may consider necessary for creating mortgages and/or charges and to do all such acts, deeds, matters and things as it may consider necessary, expedient, appropriate or desirable for the purpose of giving effect to this resolution."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74106790 votes in favor and 3302 against the resolution.

11. **Special resolution:**

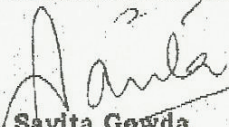
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force); the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The resolution was passed by majority of combine voting of e-voting and on ballot at the Annual General meeting total 74110570 votes in favor and 622 against the resolution.

The meeting was terminated with vote of thanks to the Chairman.

For Sharon Bio-Medicine Limited


Ms. Savita Gowda
Managing Director
DIN: 00042957