

RECORD IN BRIEF OF THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON 29TH AUGUST, 2012, AT 11.00 A.M. AT TIMA HALL, MIDC TARAPUR, TALUKA PALGHAR, DIST.: THANE - 401 506.

The Chairman, Shri Rajendra V. Gogri, welcomed the Shareholders at the 27th Annual General Meeting of the Company.

Stating that the required quorum was present, he called the meeting to order. The Register of Directors' Shareholdings and Register of Proxies were kept open at the Meeting for inspection by the members.

The Chairman informed the Members details of valid proxies and Representations under section 187 of Companies Act, 1956 received by the Company.

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 Auditor's Report on the Accounts for the year ended 31st March, 2012 was read out.

ITEM NO. 1

The Chairman then moved the Resolution for Item No. 1 for adoption of the Accounts and Reports of the Director's and Auditor's thereon and Shri Harshit M. Savla & Shri Dinesh Kotecha seconded the resolution.

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

There being no questioning /comments from the shareholders.

The Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 2

The Chairman proposed and Shri Harit P. Shah & Smt. S. K. Mahajan seconded Resolution for Item No. 2 relating to the declaration of Final Dividend for the year 2011-12 @ Rs. 3/- (30%) per Equity Share on 121,08,550 Equity Shares out of the profits of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 3

The Chairman proposed and Shri Harshit. M. Savla & Shri Jitesh M. Khanbhati seconded Resolution for Item No. 3 relating to the re-appointment of Dr. Vilas G. Gaikar, as Director of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 4

The Chairman proposed and Shri Harit P. Shah seconded Resolution for Item No.4 relating to the re-appointment of Shri Bhavesh R. Vora, as Director of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 5

The Chairman proposed and Shri Harit P. Shah & Shri K. D. Mahajan seconded Resolution for Item No. 5 relating to the re-appointment of Shri Uday M. Patil as Director of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 6

The Chairman proposed and Shri Harit P. Shah, Shri Rohinton F. Batiwala & Shri Rohit J. Merchant seconded Resolution for Item No. 6 relating to the re-appointment of Prof. Sunil M. Dedhia, as Director of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 7

The Chairman proposed and Shri Harshit M. Savla, Smt. S. K. Mahajan and Shri K. D. Mahajan seconded Resolution for Item No. 7 relating to the re-appointment of M/s. Parikh Joshi & Kothare, as Auditors of the Company to hold office from conclusion of this meeting to the next Annual General Meeting.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

SPECIAL BUSINESS :**ITEM NO. 8**

The Chairman proposed and Shri Harshit M. Savla, Shri Jitesh M. Khambhati & Jehangir Batiwala seconded Resolution No. 8 reappointment of Shri Prakash M. Patil as Managing Director of the Company who is liable to retire by rotation.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 9

The Chairman proposed and Shri Harit P. Shah & Shri Jitesh M. Khambhati seconded Resolution No. 9 reappointment of Shri Harshit M. Savla as Jt. Managing Director of the Company who is liable to retire by rotation.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 10

The Chairman proposed and Shri Harshit M. Savla & Shri Jitesh M. Khambhati seconded Resolution No. 10 reappointment of Shri Harit P. Shah as Whole-time Director of the Company who is liable to retire by rotation.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

ITEM NO. 11

The Chairman proposed and Shri Harit P. Shah seconded Resolution No. 11 relating to appointment of Adhish P. Patil as Chief Financial Officer Of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

There being no other business, the Chairman declared the business of the Meeting as over.

ITEM NO. 12.

The Chairman proposed and Shri Harit P. Shah seconded Resolution No. 12 relating to appointment of Branch Auditor of the Company to audit the account in respect of branch office of the Company.

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

There being no other business, the Chairman declared the business of the Meeting as over.

For AARTI DRUGS LIMITED



**SUNNY PAGARE
COMPANY SECRETARY & COMPLIANCE OFFICER**

Place: Mumbai

Date : 29th August, 2012