

**HESTER**

**05 August 2016**

|                                                                                                 |                                                                                                                                                      |
|-------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| To:<br><b>The Secretary<br/>BSE Limited</b><br>P. J. Towers,<br>Dalal Street,<br>Mumbai 400 001 | To:<br><b>The Secretary<br/>National Stock Exchange of India Limited</b><br>Exchange Plaza,<br>Bandra – Kurla Complex,<br>Bandra (E), Mumbai 400 051 |
|-------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|

**Respected Sir/Madam,**

**Reference: BSE Scrip Code: 524669; NSE Symbol: HESTERBIO**

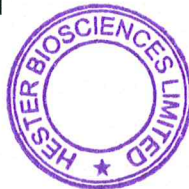
**Subject: Submission of Minutes of 29<sup>th</sup> Annual General Meeting held on 29 July 2016**

Pursuant Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose minutes and proceedings of the 29<sup>th</sup> Annual General Meeting of the Company held on 29 July 2016 at Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Navrangpura, Ahmedabad – 380 009 at 11.00 am.

Kindly take note of the same and consider in your records.

**Sincerely  
For, Hester Biosciences Limited**

  
**Rajiv Gandhi  
CEO & Managing Director**



**Encl.: As above**

**HESTER BIOSCIENCES LIMITED**

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CIN L99999GJ1987PLC022333

**MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF HESTER BIOSCIENCES LIMITED  
HELD AT THE AHMEDABAD TEXTILE MILLS ASSOCIATION HALL, ASHRAM ROAD,  
NAVRANGPURA, AHMEDABAD - 380 009 ON FRIDAY 29<sup>TH</sup> JULY, 2016 AT 11.00 A.M.**

**Sitting on the dais:**

|                      |                                                                                                           |
|----------------------|-----------------------------------------------------------------------------------------------------------|
| Mr. Rajiv Gandhi     | CEO & Managing Director                                                                                   |
| Mr. Sanjiv Gandhi    | Non-Executive Director                                                                                    |
| Mr. Vishwesh Patel   | Independent Director (Chairman of Audit Committee and<br>Chairman of Nomination & Remuneration Committee) |
| Ms. Grishma Nanavaty | Independent Director (Chairman of Stakeholders' Grievances<br>and Relationship Committee)                 |
| Mr. Naman Patel      | Independent Director                                                                                      |
| Mr. Amit Shukla      | Independent Director                                                                                      |
| Mr. Jigar Shah       | Chief Financial Officer                                                                                   |
| Mr. Tehmul Sethna    | Statutory Auditor                                                                                         |
| Mr. Tapan Shah       | Secretarial Auditor & Scrutinizer                                                                         |

Dr. Bhupendra Gandhi, Chairman of the Company was unable to attend the meeting due to some emergency to their patient and Ms. Amala Parikh, Company Secretary was also unable to attend the meeting due to her personal matter.

Meeting started at 11.00 AM sharp at the place as mentioned in the Notice of AGM.

**Members' attendance:**

65 members attended the meeting in either in persons or Proxies including 4 Authorised Representatives and 13 proxies in aggregate represented 11,57,495 shares.

In absence of Dr. Bhupendra Gandhi, Chairman of the Company, Mr. Rajiv Gandhi took the chair and welcomed the members to the 29<sup>th</sup> Annual General Meeting of the Company.

After ascertaining that the requisite quorum for the meeting was present and the meeting is validly constituted, the Chairman called the meeting to an order.

The Register of Director's Shareholding, Register of Contracts, Register of Members, Auditor's Report and Secretarial Audit Report, were available during the meeting for inspection of the members.

Thereafter, Mr. Rajiv Gandhi, CEO and Managing Director of the Company gave highlights on Company's working and its future prospects.

With the permission of members present at the meeting, the Notice convening the 29<sup>th</sup> Annual General Meeting of the Company, as circulated to the Shareholders of the Company was taken as read.

The Chairman informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditor's report to the members, which have any adverse effect on the functioning of the Company. He requested Mr. Tapan Shah, Company Secretary in Practice to read the Auditor's report, which was read by Mr. Tapan Shah.

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The Chairman informed that as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting platform of Central Depository Services (India) Limited to the Shareholders for exercising their voting rights in electronic form.

The Chairman further informed that the resolutions prescribed in the notice convening the 29<sup>th</sup> Annual General Meeting will be passed through poll process by the members present at the meeting. He further ordered the poll on all the resolutions as set out in Item no. 1 to 7 on the Notice convening the 29<sup>th</sup> Annual General Meeting.

Mr. Tapan Shah explained in detailed the procedure for exercising the votes by the members through poll process.

The Chairman stated that pursuant to the provision of Section 109 of the Companies Act, 2013, Mr. Tapan Shah, Practicing Company Secretary is appointed as scrutinizer to conduct the poll process in fair and transparent manner, scrutinize the poll process and to submit his report.

The Chairman informed that the results of voting on each resolution shall be determined by adding the votes of poll in favour of or against a resolution with the electronic votes casted by the members in favour of or against the respective resolution. He declared that on receipt of Scrutinizer's Report on the poll to be conducted, the result of the voting shall be declared latest by 30<sup>th</sup> July, 2016. The results to be declared for each resolution shall be intimated to the Stock exchanges immediately and would also be uploaded on the Company's website: [www.hester.in](http://www.hester.in).

The Chairman requested Mr. Tapan Shah, Scrutinizer appointed for the poll to take over the poll proceedings after the closure of the meeting and requested him to submit the results of the poll process.

Before concluding the meeting, Chairman invited the members who wanted to ask any questions on the working of the Company.

Shareholders asked few questions on the performance of the Company, possibility of future development of the business, competitiveness of company in Global as well as Indian market and future prospects of Bioscience industry.

All the questions were responded to the satisfaction of the Shareholders by Mr. Rajiv Gandhi, CEO & Managing Director of the Company.

The Chairman concluded the meeting at 11.30 a.m. with vote of thanks to all the Shareholders for their co-operation and sparing their valuable time for attending the meeting.

### **Result of the Electronic Voting and Poll on the Ordinary and Special businesses at the 29<sup>th</sup> Annual General Meeting of the Company held on Friday, 29<sup>th</sup> July, 2016**

Based on the report received from Mr. Tapan Shah, Scrutinizer, the Chairman announced the result of voting on 30<sup>th</sup> July, 2016 that all the resolutions for the Ordinary and Special businesses as set out in Item no. 1 to 7 in the notice of 29<sup>th</sup> Annual General Meeting of the Company have been passed by the requisite majority.

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| Item/<br>Agenda<br>no. | Type of<br>Resolution<br>Ordinary /<br>Special | Votes in favour of the<br>Resolution |                                          | Votes Against the Resolution |                                         |
|------------------------|------------------------------------------------|--------------------------------------|------------------------------------------|------------------------------|-----------------------------------------|
|                        |                                                | Nos.                                 | % of Votes in<br>favour of<br>resolution | Nos.                         | % of votes<br>against the<br>resolution |
| 1.                     | Ordinary<br>Resolution                         | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |
| 2.                     | Ordinary<br>Resolution                         | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |
| 3.                     | Ordinary<br>Resolution                         | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |
| 4.                     | Ordinary<br>Resolution                         | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |
| 5                      | Ordinary<br>Resolution                         | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |
| 6.                     | Special<br>Resolution                          | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |
| 7.                     | Special<br>Resolution                          | 4766901                              | 100.00%                                  | 0                            | 0.00%                                   |

The Resolutions for the Ordinary and Special businesses as set out in Item no. 1 to 7 of the notice of 29<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 29<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> July, 2016.

As per Secretarial Standard on General meeting , every resolution must be proposed by a member and seconded by other member, for each resolution the names are disclosed as under :-

## Ordinary Business:

### Item no. 1 – Adoption of financial statements

Resolution no. 1 was passed as an Ordinary Resolution.

Proposed by: Mr. A. C. Patel

Seconded by: Mr. A. J. Modi

The Ordinary Resolution set at Item No. 1 of the Notice pertaining to which is relating to Adoption of financial statements ended 31st March, 2016 together with the consolidated financial statement for the year ended 31<sup>st</sup> March, 2016, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"RESOLVED THAT** the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Consolidated financial statement for the year ended 31<sup>st</sup> March, 2016 as circulated to the Shareholders be and the same are hereby approved and adopted."

### Item no. 2 – To declare a final dividend on equity shares and to take note of the interim dividend, already paid during the year, for the financial year ended March 31, 2016

Resolution no. 2 was passed as an Ordinary Resolution.

Proposed by: Mr. Pravin Dave

Seconded by: Mr. Raj Kumar Gera

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The Ordinary Resolution set at Item No. 2 of the notice pertaining to declare a final dividend on equity shares and to take note of the interim dividend, already paid during the year, for the financial year ended 31<sup>st</sup> March, 2016, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"RESOLVED THAT** final dividend @ 11% i.e. INR 1.10/- per equity share, aggregating to INR 9357551.50/- on 8,506,865 equity shares of INR 10/- each, be and is hereby declared and approved for FY 2015-16 and taken a note of interim dividend @ 30% i.e. INR 3.00/- per equity share aggregating to INR 25,520,595/- on 8,506,865 equity shares of INR 10/- each already paid during the year. The dividend shall be made payable within 30 days to all the members who are entitled to receive the same."

### **Item no. 3 – Re-appointment of Dr. Bhupendra Gandhi who retires by rotation.**

Resolution no. 3 was passed as an Ordinary Resolution.

Proposed by: Mr. Narendra Porwal

Seconded by: Mr. J. K. Pal

The Ordinary Resolution set at Item No. 3 of the notice pertaining to reappointment of Dr. Bhupendra Gandhi (DIN: 00437907), who retires by rotation and being eligible, offers himself for re-appointment, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"RESOLVED THAT** Dr. Bhupendra Gandhi, Director of the Company (holding DIN no. 00437907) who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

### **Item no. 4 – To Re-appoint M/s. Apaji Amin & Co. LLP, Chartered Accountants as Auditors and fixing their remuneration.**

Resolution no. 4 was passed as an Ordinary Resolution.

Proposed by: Mr. Hemal Khandwalla

Seconded by: Mr. Rashmin Patel

The Ordinary Resolution set at Item No. 4 of the notice pertaining to re-appointment M/s. Apaji Amin & Co. LLP, Chartered Accountants (Firm Registration No. 100513W/W100062) as Statutory Auditor, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"RESOLVED THAT** the M/s. Apaji Amin & Co. LLP, Chartered Accountants (Firm Registration No. 100513W/W100062), Ahmedabad be and are hereby appointed as a Statutory Auditors of the Company to hold office from the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to the Conclusion of the 32<sup>nd</sup> Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period."

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**Item no. 5 – To approve the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2017.**

Resolution no. 5 was passed as an Ordinary Resolution.

Proposed by: Mr. A. J. Modi

Seconded by: Mr. Kaushik Patel

The Ordinary Resolution set at Item No. 5 of the notice pertaining to Approve the remuneration of, M/s. Kiran J. Mehta & Co. (Firm Registration No. 000025), Cost Accountants as Cost Auditor, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"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), M/s. Kiran J. Mehta & Co. (Firm Registration No. 000025), Cost Accountants, Ahmedabad, 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 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

**"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."

**Item no. 6 – To Change place of keeping and inspection of Register and Index of members, returns, etc.**

Resolution no. 6 was passed as a Special Resolution.

Proposed by: Mr. Rashmin Patel

Seconded by: Mr. Upendra Jani

The Special Resolution set at Item No. 6 of the notice pertaining to Change place of keeping and inspection of Register and Index of members, returns, etc., proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**"RESOLVED THAT** pursuant to the provisions of Sections 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and corresponding sections of the erstwhile Companies Act, 1956) and in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded for the maintenance of the Registers and Index of Members of the Company under Section 88 of the Companies Act, 2013 and copies of the returns prepared under Section 94 of the Companies Act, 2013 shall be kept at the Registered Office of the Company.

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**RESOLVED FURTHER THAT** the records of the Company including the Registers and Indexes of Members of the Company under Section 88 of the Act, as applicable and copies of the returns prepared under Section 92 of the Act, as applicable, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, be shifted and maintained at Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078, Maharashtra or at such other place within Mumbai or at its Ahmedabad office, where the Registrar and Transfer Agent may shift its office from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof, if any, constituted by the Board) and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary”.

**Item no. 7 – Issuance of equity shares, and/or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment**

Resolution no. 7 was passed as a Special Resolution.

Proposed by: Mr. A. J. Modi

Seconded by: Mr. Sahil Shah

The Special Resolution set at Item No. 7 of the notice pertaining to Issue of equity shares, and/or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendments thereto or re-enactment thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable rules under the Companies Act, 2013, Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the “SEBI Regulations”), Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where equity shares of face value INR 10 each of the Company are listed, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Obligations Regulations”), and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Government of India (“GOI”),

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Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and / or competent authorities or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment (referred to as "Securities"), for up to an aggregate amount of INR 75Crore (Rupees Seventy Five Crore only) and/or an equivalent thereof in one or more foreign currency, inclusive of discount or premium that may be fixed on such Securities under Chapter VIII of the SEBI Regulations at such price, being not less than the price determined in accordance with the pricing formula specified under the SEBI Regulations (or such other formula as may be prescribed by SEBI) or such prices as may be permissible under the SEBI Regulations or notifications, considering the prevailing market conditions and other relevant factors and where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible."

**"RESOLVED FURTHER THAT** such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed qualified institutional placement of Securities or such other time as may be allowed by the SEBI Regulations from time to time."

**"RESOLVED FURTHER THAT** the Equity Shares so issued shall in all respects rank paripassu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed."

**"RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws."

**"RESOLVED FURTHER THAT** the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or as mentioned in the SEBI Regulations, as applicable"

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**"RESOLVED FURTHER THAT** in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalisation and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium/discount amount on issue /conversion / exercise/ redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts /agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognised stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalisation of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilisation of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities."

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**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

All the above resolutions were passed with requisite majority through e-voting and poll process.

**Date: 05.08.2016**  
**Place: Ahmedabad**



  
**Rajiv Gandhi**  
**Chairman**

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