

**PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING
OF THE MEMBERS OF ARVIND REMEDIES LIMITED HELD ON MONDAY
THE 29TH SEPTEMBER 2014 AT 10.00 A.M. AT 'SANTHOSH HALL' VGP
GOLDEN BEACH RESORT INJAMBAKKAM CHENNAI**

PRESENT

Dr. B. Arvind Shah	CEO & MD
Dr. Chandra Ravindran	Whole time Director
Dr. CMK Reddy	Director
Mr. V R Mehta	Director
Mr. Raja Mohan	Director
Mr. Sudhir Chandra	Director
Mr. Ankur Agarwal	Executive Director

Mr. Raaj Bagri	Statutory Auditor
Mr. S Balakrishnan	Finance Controller
Mr. P R Krishnan	Company Secretary

AND

38 Members Present in person
28 Members by e-voting

Quorum

The quorum being present, the meeting was declared in order and the proceedings commenced.

Chairman of the Meeting

The CEO & Managing Director Dr. B Arvind kumar Shah was unanimously elected s Chairman of the meeting and he occupied the chair and called the meeting to order.

Chairman's Speech

The Chairman welcomed the members present and he delivered his speech highlighting the company's performance and future plans.

Notice of the Meeting



The Chairman announced that the notice convening the meeting, duly circulated earlier to the members of the Company along with the Annual Report for the financial year 2013-14 be taken as read.

Auditor's Report

The Company Secretary was requested to read the Auditor's Report and the Annexure to the Auditor's Report on the accounts of the Company for the year ended 31st March 2014 and the same were taken as read and adopted unanimously with the permission of the members present in the meeting.

As per the polling Report of the Scrutiniser attached, the following Resolutions have been passed unanimously.

ORDINARY BUSINESS:

1. Adoption of the Audited Balance Sheet as at 31st March 2014 and the statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

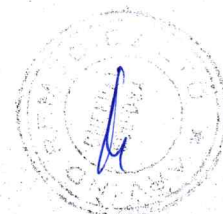
"RESOLVED THAT the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the period ended 31st March 2014 and the Report of the Directors and Auditor's thereon, be and are hereby adopted."

2. Declaration of dividend for the year ended 31st March 2014.

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, Dividend at the rate of Re.0.80 per Equity Share be paid to the shareholders of the Company whose names appeared in the Register of members as on the date of this meeting, out of the current profits of the company for the year ended on 31st March 2014"

3. Reappointment of Mr. Ankur Agarwal as Executive Director

"RESOLVED THAT pursuant to section 152(6) of the Companies Act, 2013, Mr. Ankur Agarwal (DIN 01003199), be and is hereby reappointed as a director of the Company and he shall continue in the office as ED (Technical), till the expiry of the period of his tenure, on the same terms and conditions of his appointment."



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

4. Appointment of M/s. Doshi Chatterjee Bagri & Co. , Chartered Accountants (ICAI Registration No 51956 & Firm Registration 325197E) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 29th AGM to be held in the year 2017.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Doshi Chatterjee Bagri & Co. Chartered Accountants (Firm Registration No. 325197E) be and are hereby appointed as the Auditors of the company, to hold office from the conclusion of this AGM until the conclusion of the 29th AGM of the Company to be held in 2017 subject to ratification by members at every AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the auditors".

SPECIAL BUSINESS:

ORDINARY RESOLUTIONS:

5. Appointment of Dr. CMK Reddy as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, 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) read with Schedule IV to the Companies Act, 2013, Dr. CMK Reddy, (holding DIN 00859774), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation"

6. Appointment of Mr. R Rajamohan as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, 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) read with Schedule IV to the Companies Act, 2013, Mr. R. Raja Mohan (holding DIN 0823299), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

7. Appointment of Mr. V R Mehta as an Independent Director of the company

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, 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) read with Schedule IV to the Companies Act, 2013, Mr. V R Mehta (holding DIN 00051415), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

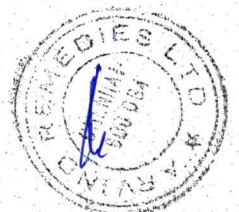
8. Appointment of Mr. Sudhir Chandra as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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) read with Schedule IV to the Companies Act, 2013, Mr. Sudhir Chandra (holding DIN 06602402), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

SPECIAL RESOLUTIONS

9. Increase in the Borrowing Powers of the Company pursuant to Section 180(1)(c) of the Companies Act 2013

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the shareholders of the Company by way of Postal Ballot, the result of which was

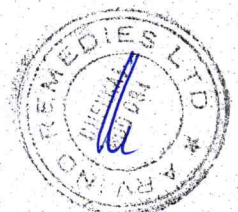


declared on 19th October 2009 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.600 Crores (Rupees Six Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

10. Increase in Power to Mortgage / charge the assets of the Company

"RESOLVED THAT pursuant to Section 180(1)(a) 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 consent of the Company be and is hereby accorded to the Board of Directors to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / immovable, tangible and / or intangible properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures or bonds or other debt instruments issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, liquidated damages, commitment charges, all other costs, charges and expenses and all other monies payable by the company in terms of loan agreement(s) or any other document entered into / to be entered into between the company and the lender(s) in respect of the said loans / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalise, settle and execute such documents / deed / writings / agreements as may



be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to create mortgage / charge as aforesaid and also to delegate all or any of the above powers to the committee of directors or the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

11. Adoption of the new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013,

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including statutory modification(s) or re-enactments thereof, for the time being in force) the draft regulation contained in the Articles of Association submitted to this meeting be and is 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 (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Question Answer Session:

Questions from members were invited and the same were replied in general by the Chairman and the Directors.

Vote of Thanks

The meeting ended with a Vote of Thanks by the Chairman.

Date: 29.09.2014

Sd/-
CHAIRMAN

CERTIFIED TRUE COPY

For ARVIND REMEDIES LTD.

[Signature]
Company Secretary



Report of Scrutinizer

To,
Arvind Remedies Limited
Chairman

The 26th Annual General Meeting of the Shareholders of Arvind Remedies Limited Held on 29th September 2014 at 10.00 am at the "Santhosh Hall, VGP Golden Beach Resorts, ECR, Injambakkam, Chennai-600 041.

Dear Sir,

I Lakshmmi Subramanian, appointed as Scrutinizer for the purpose of E-voting and the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Arvind Remedies Limited, held on 29th September 2014 at 10.00 am at the "Santhosh Hall, VGP Golden Beach Resorts, ECR, Injambakkam, Chennai-600 041, submit my report as under:

1. The Company has availed the services of Central Depository Services (India) Limited for providing E-voting facility to all its members, and I have received the User ID and Password from CSDL Authorities for logging in their website as Scrutinizer.
2. The E-voting was commenced on 23/09/2014 at 09:00Hrs and closed on 25/09/2014 at 18.00 Hrs.
3. I have downloaded the report containing the result of E-voting from the CSDL website using the ID/Password mentioned above.
4. After the time fixed for closing of the poll by the Chairman at the Annual General Meeting, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The representative of Registrar has reconciled the poll papers with the records maintained by them and the authorizations / proxies lodged with the Company.
6. I did not find any poll papers invalid.
7. The Consolidated result of the E-voting and Poll is as under:



Ordinary Resolution :

Resolution 1- Consideration and Adoption of audited Annual Accounts for the year ended 31.03.2014.

(i) Voted in favour of the resolution:

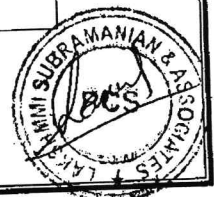
Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	28	29175681	100%
Total Number of Ballot Papers received	24	42163	100%
Total	52	29217844	100%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil



Resolution 2 - To declare dividend for the year ended 31st March 2014.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	28	29175681	100%
Total Number of Ballot Papers received	24	42163	100%
Total	52	29217844	100%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil



Resolution 3 - Appointment of Mr. Ankur Agarwal as Director, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	27	29175631	99.99%
Total Number of Ballot Papers received	24	42163	100%
Total	51	29217794	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil



Resolution 4 - Appointment of, M/S. Doshi Chatterjee Bagri & Co, Chartered Accountants as Statutory Auditors for 3 years.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	27	29175631	99.99%
Total Number of Ballot Papers received	24	42163	100%
Total	51	29217794	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil



Special Resolution :

Resolution 5 - Appointment of Dr. CMK Reddy as Independent Director for a period of 5 years upto 31st March, 2019.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	27	29175631	99.99%
Total Number of Ballot Papers received	24	42163	100%
Total	51	29217794	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil

Resolution 6- Appointment of Mr R. Raja Mohan as Independent Director for a period of 5 years upto 31st March, 2019.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	26	29175591	99.99%
Total Number of Ballot Papers received	24	42163	100%
Total	50	29217754	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	1	40	0.00013%
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	1	40	0.00013%

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil



Resolution 7- Appointment of Mr V R Mehta as Independent Director for a period of 5 years upto 31st March, 2019.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	26	29172339	99.98%
Total Number of Ballot Papers received	24	42163	100%
Total	50	29214502	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil



Resolution 8- Appointment of Mr Sudhir chandra as Independent Director for a period of 5 years upto 31st March, 2019.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	27	29175631	99.99%
Total Number of Ballot Papers received	24	42163	100%
Total	51	29217794	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil

Resolution 9- Authorization to Ratification and Increase in Borrowing Power.

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	28	29175681	100%
Total Number of Ballot Papers received	24	42163	100%
Total	52	29217844	100%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil

Resolution 10- Authorization to Mortgage the Assets of the Company.

(i) Voted In favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	27	29175641	99.99%
Total Number of Ballot Papers received	24	42163	100%
Total	51	29217804	99.99%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	1	40	0.00013%
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	1	40	0.00013%

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil

E-voting and Ballot Conducted for 11 Resolutions

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Result:

On the basis of the above Voting, I hereby report that the above resolutions as mentioned in Item No. 1 to 11 were voted *unanimously as Ordinary / Special Resolution respectively*.

Therefore we recommend that you may declare the results as above.

Thanking you,

Place: Chennai

Dated: 29th Sep 2014

Yours faithfully,

Name and Signature of the Scrutinizer

Ms Lakshmmi Subramanian

Name and Signature of the Chairman

Dr Arvind Kumar Babhutmalji Shah

Resolution 11- Adoption of New set of Articles of Association

(i) Voted in favour of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes cast
Total Number of E-voting options received	28	29175681	100%
Total Number of Ballot Papers received	24	42163	100%
Total	52	29217844	100%

(ii) Voted against of the resolution:

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of votes
Total Number of E-voting options received	Nil	Nil	Nil
Total Number of Ballot Papers received	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Particulars	No. of Shareholders casted invalid votes	Number of Shares	% of total number of votes
Total Number of E-voting options received whose votes were declared invalid	Nil	Nil	Nil
Total Number of Ballot Papers received whose votes were declared invalid	Nil	Nil	Nil

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