

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DISHMAN PHARMACEUTICALS AND CHEMICALS LIMITED HELD ON FRIDAY THE 14<sup>th</sup> DAY OF AUGUST, 2015 AT 10.00 A.M. AT, H. T. PAREKH HALL, 1<sup>ST</sup> FLOOR, AHMEDABAD MANAGEMENT ASSOCIATION, ATIRA CAMPUS, DR. VIKRAM SARABHAI MARG, AHMEDABAD – 380 015**

**DIRECTORS PRESENT:**

1. Mr. Janmejy R. Vyas - Managing Director & Member
2. Mr. Arpit J. Vyas - Managing Director & CFO & Member
3. Mr. Sanjay S. Majmudar - Director & Member
4. Mr. Ashok C. Gandhi - Director & Member

**MEMBER:**

Member present	-	40
Proxies Present	-	5
Members Voted through e-voting process	-	62

**IN ATTENDANCE:**

- Mr. Tushar D. Shah - Company Secretary  
Mr. Vimal D. Shukla - Proprietor of M/s. V. D. Shukla & Co., Statutory Auditors of the Company  
Mr. Ashok P. Pathak - Scrutinizer

Mr. Sanjay S. Majmudar, Chairman of the Audit Committee and Nomination & Remuneration Committee also remained present at the meeting.

**CHAIRMAN OF THE MEETING:**

Mr. Janmejy R. Vyas, Chairman & Managing Director of the Company occupied the Chair.

**QUORUM:**

40 members being personally present and considered as valid quorum for the meeting.

The Company has received 5 valid proxies for 1,15,24,955 equity shares representing 14.28% of the paid up capital of the Company.

It was informed that the Register of Directors' Shareholdings required to be maintained under the Act was kept open for inspection of members.

Then, the Chairman commenced to transact the business as per agenda of the meeting.

**NOTICE:**

As desired by the members, the Notice of Meeting was taken as read as it was already circulated to all members.

*Chairman's Initials*

RUSHABH TRADERS (M) 93270 98640, 93777 81009  
AHMEDABAD. (O) 30029000, 30029200

### **Electronic Voting procedure (e-voting):**

Mr. Tushar Shah, Company Secretary of the Company informed the members that the Company has opted CDSL services to provide remote e-voting facility to its members as per the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement.

It was further informed to the members that as per new Companies Act, 2013, e-voting period commence on Tuesday, 11<sup>th</sup> August 2015 at 9.00 a.m. and ends on Thursday, 13<sup>th</sup> August, 2015 at 5.00 p.m for e-voting on business item mentioned in the notice of EGM and 7<sup>th</sup> August, 2015 has been fixed as cut-off date for determining the e-voting rights.

It was further informed that members who have not voted through e-voting facility during the e-voting period and present at the meeting can vote through polling papers, which were circulated to the members.

Mr. Tushar Shah, Company Secretary of the Company also informed that the Company has appointed Mr. Ashok P. Pathak, Practicing Company Secretary, Ahmedabad, as a scrutinizer to conduct the e-voting and poll process in fair and transparent manner.

It was conveyed to the members that the combine result of e-voting and the poll will be put on the website of the Company i.e. [www.dishmangroup.com](http://www.dishmangroup.com) and will simultaneously be intimated to Stock Exchanges.

Thereafter, Chairman invited members for their comments and queries on the agenda item. After necessary clarification for appointment of M/s. V. D. Shukla & Co., Chartered Accountant, Ahmedabad to fill the casual vacancy of Statutory Auditors., the Chairman has taken up the agenda item for voting through physical ballot.

Those shareholders, who have not voted through e-voting facility during the e-voting period, were put to vote through physical ballot on the agenda item.

The meeting was then concluded with vote of thanks to the Chair.

Ordinary Resolution as set out in the Notice dated July 17, 2015, approved by the members through e-voting and poll conducted, with the requisite majority is as follows:

  
Chairman's Initials

RUSHABH - (M) 93270 98640, 93777 81009, (O) 30029000, 30029200

**APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad, (Firm Registration No. 110240W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells., Chartered Accountants, Ahmedabad.

**RESOLVED FURTHER THAT** M/s. V. D. Shukla & Co., Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**OUTCOME / RESULT OF THE E-VOTING:**

The combined result of e-voting and poll submitted by scrutinizer was notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement on the same day of the Extraordinary General Meeting i.e. 14<sup>th</sup> August, 2015. Simultaneously, details of the said result were uploaded on the website of the Company.

The consolidated result of e-voting and polling on Ordinary Resolution as set out in the Notice dated July 17, 2015, is enclosed with this minutes as Annexure.

Place : Ahmedabad

Date : 08.09.2015

  
CHAIRMAN

RUSHABH TRADERS (M) 93270 98640, 93777 81009  
AHMEDABAD. (O) 30029000, 30029200

Annexure



ORDINARY RESOLUTION

RESOLUTION - 1

**Appointment of Statutory Auditors to fill the casual vacancy**

Promoter/Public	No. of Shares held - 1	No. of votes polled - 2	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes on favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on Votes polled (7)=(5)/(2)*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	49548449	48347949	97.58%	48347949	0	100.00%	0.00%
Public Institutional holders	16777640	8507174	50.71%	8407769	99405	98.83%	0.17%
Public- Others	14371047	1013132	07.05%	1013087	25	99.99%	0.00%
Total	80697136	57868255	71.68%	57768805	99430	99.83%	0.17%

\*Votes caste for 20 shares were invalid (On account of both for/against option indicated)

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