

NOTICE

To,
The Shareholders
M/s. Amanta Healthcare Limited
(formerly known as Marck Biosciences Ltd.)

Notice is hereby given that the **Twentieth Annual General Meeting** of M/s. Amanta Healthcare Limited will be held at 5th Floor, Heritage, Near Gujarat Vidhyapith, Off. Ashram Road, Ahmedabad – 380 014, on 30th September, 2015 at 1100 hours to transact the following business :

Ordinary Business:

1. To receive and adopt Director's Report and Audited Balance Sheet & Profit and Loss Account for the year ended 31st March, 2015.
2. To appoint a Director in place of Shri Praful Patel, who retire by rotation and being eligible offer himself for re-appointment.
3. To appoint a Director in place of Shri Kirit Desai, who retire by rotation and being eligible offer himself for re-appointment.
4. To appoint Auditors, to hold office for a term of 2 years from the conclusion of this Meeting until the conclusion of the 22nd Annual General Meeting and to fix their remuneration.

Special Business:

1. To re-appoint Mr. Bhavesh Patel as the Managing Director of the Company for further term of 3 years as per the provisions under section 196 of the Companies Act, 2013 and to consider the Remuneration alongwith the terms and conditions thereof as per section 197 read with Schedule V to the Companies Act, 2013.

“RESOLVED THAT Mr. Bhavesh Patel be and is hereby re-appointed as the Managing Director of the Company for the term of 3 year as per the provisions of section 196 of the Companies Act, 2013.”

“FURTHER RESOLVED THAT the remuneration and terms & conditions for the appointment shall be as per the policy of the Company subject to the provsions of section 197 of the Companies Act, 2013 read with Schedule V to the Act and any further revisions shall be subject to the approval of the Board upon recommendation from the Managerial Committee from time to time.”

“FURTHER RESOLVED THAT Mr. Shailesh Shah, President – Finance & Company Secretary of the Company be and is hereby authorized to comply with the necessary formalities of re-appointment of Managing Director and to give effect to the above resolutions.”

2. To appoint Mr. Homi Rustom Khusrokhani who was appointed by the Board of Director of the Company as an Additional Director as on 7th November, 2014 and who holds office as such up to the date of this Annual General Meeting under Section 161 of the Companies Act,

2013 and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013 received notice in writing from some Members of the Company signifying their intention to propose him as a candidate for the office of Director of the Company.

“RESOLVED THAT Mr. Homi Khusrokhani, appointed as Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 and retires upon conclusion of this Annual General Meeting, the Company has received notice in writing from some members of the Company proposing his candidature for the office of Director. Mr. Homi Khusrokhani be and is hereby appointed as Director of the Company.

3. To appoint Mr. Vamesh Chovatia who was appointed by the Board of Director of the Company as an Additional Director as on 22nd May, 2015 and who holds office as such up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013 received notice in writing from some Members of the Company signifying their intention to propose him as a candidate for the office of Director of the Company.

“RESOLVED THAT Mr. Vamesh Chovatia, appointed as Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 and retires upon conclusion of this Annual General Meeting, the Company has received notice in writing from some members of the Company proposing his candidature for the office of Director. Mr. Vamesh Chovatia be and is hereby appointed as Director of the Company.

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (including any amendment to or re-enactment thereof) forms part of this Notice and is attached hereto.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members are requested:
 - to kindly notify the change of address, if any, to the Company/their Depository Participant.
 - to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - to deposit the duly completed attendance slip at the Meeting.
5. Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Company Secretary at least ten days in advance of the meeting so that the information called for can be made available at the meeting.

**By the Order of the Board,
For, Amanta Healthcare Limited**

Sd/-

**Bhavesh G. Patel
Managing Director**

Place: Ahmedabad

Date: 07.09.2015

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Business

Item No. 1

Mr. Bhavesh Girishbhai Patel was re-appointed as the Managing Director of the Company w.e.f. 1st October, 2010 in accordance of the provisions of sections 197A, 267, 317, 384, 385 and 388 Companies Act, 1956 for a term of 5 years ending on 30th September, 2015. The remuneration was also fixed at that particular time alongwith terms and conditions according to the provisions of sections 198, 201, 309, 310 and 387 of the Companies Act, 1956. The remuneration was also revised by the Board in their meeting dated 20th November, 2013 which was in line with the resolution passed by Shareholders and the provisions of Companies Act, 1956.

Since the tenure of Mr. Bhavesh Patel as Managing Director ends on 30th September, 2015, he is required to be re-appointed as the Managing Director of the Company as per the provisions of section 196 of the Companies Act, 2013 and to consider the remuneration terms and conditions as per the provisions of section 197 read with Schedule V to the Companies Act, 2013. The remuneration structure as well as the detailed terms and conditions are as under:

1. Salary

Upto Rs. 10 lacs per month i.e. Rs. 120 lacs per annum.

The annual increment will be effective from time to time and will be decided by the Board upon recommendation of the Managerial Remuneration Committee within the limits prescribed under the provisions of Schedule V to the Companies Act, 2013.

2. Perquisites

CATEGORY - A:

(A) Housing:

House Rent Allowance or rent free unfurnished accomodation not exceeding 50% of the salary; Reimbursenebt if exoenditure on gas, electricity, water, furnishing, etc. subject to a ceiling of 10% of salary.

(B) Medical Reimbursement:

Medical expenses incurred on self and / or family subject to ceiling of one month salary in a year or 3 months' salary over a period of 3 years.

(C) Leave Travel Concession:

Leave Travel Concession for self and family once in a year in accordance with any rules specified by the Company.

(D) Club Fees:

Membership fees in any two clubs not being admission and life membership fees.

(E) Personal Accident & Medical Insurance:

Personal Accident & Medical Insurance maximum upto Rs. 10 lacs p.a.

CATEGORY - B:

- a) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.
- b) Encashment of leave at the end of the tenure will not be included in the computation in ceiling on perquisites.

CATEGORY - C:

Provision of car for use of the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the individual appointee concerned.

3. Commission

In addition to the Salary and Perquisites, Commission is also payable every year @ 1% of the net profits subject to section 197 of the Companies Act, 2013.

4. Minimum Remuneration

Notwithstanding anything contained herein, where in any financial year during the currency of Mr. Bhavesh Patel, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites not exceeding the limites perscribed in Section II of Part II of Schedule V to the Companies Act, 2013.

None of the Directors, except Mr. Bhavesh Girishbhai Patel and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 1 to be passed as an ordinary resolution.

Item No. 2

Mr. Homi Rustom Khusrokhani was appointed as an Additional Director w.e.f. November 7, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Homi Rustom Khusrokhani's candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Pursuant to the Shareholders Agreement dated 6th November, 2012 entered with M/s. TATA Healthcare Fund - I, the investors have nominated Mr. Homi Khusrokhani as their Investor Director. With his wide experience, Board feels that it would be beneficial for the Company. It recommends resolution No. 2 of Special Business for adoption.

None of the Directors, except Mr. Homi Rustom Khusrokhani and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 2 to be passed as an ordinary resolution.

Item No. 3

Mr. Vamesh Chovatia was appointed as an Additional Director w.e.f. May 22, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Vamesh Chovatia's candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Pursuant to the Shareholders Agreement dated 6th November, 2012 entered with M/s. TATA Healthcare Fund - I, the investors have nominated Mr. Vamesh Chovatia as their Investor Director. With his wide experience, Board feels that it would be beneficial for the Company. It recommends resolution No. 3 of Special Business for adoption.

None of the Directors, except Mr. Vamesh Chovatia and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 3 to be passed as an ordinary resolution.

**By the Order of the Board,
For, Amanta Healthcare Limited**

Sd/-

**Bhavesh G. Patel
Managing Director**

Place: Ahmedabad
Date: 07.09.2015