

TRANSCRIPT OF THE 19 TH ANNUAL GENERAL MEETING OF THE COMPANY	
Meeting	19 th Annual General Meeting
Venue	Held via Video Conferencing/Other Audio Visual Means (VC/OAVM) without presence at common venue
Day	Wednesday
Date	24 th August 2022
Time	5:00 p.m IST

<p>Mr. Harish Iyer, Company Secretary</p>	<p>Good afternoon everyone, I am Harish Iyer, Company Secretary and Legal Counsel of OmniActive Health Technologies Limited. I welcome you all to the 19th Annual General Meeting of OmniActive Health Technologies Limited conducted through VC.</p> <p>In view of the situation arising due to COVID-19 global pandemic, Ministry of Corporate Affairs (MCA) vide its circulars permitted the general meetings of the companies to be conducted through VC. Accordingly, we are conducting this AGM through VC.</p> <p>Please note the following instructions regarding the conducting of this meeting:</p> <ul style="list-style-type: none"> - All members who have joined this meeting are by default placed on mute to avoid any disturbance arising from background noise. - While speaking, the member may use earphones, so that he/she is clearly audible. - Please ensure proper internet connectivity on the device which you are using for attending this AGM. - Please ensure that no other background applications are running on your device and there is proper lighting for good audio and video experience. - During the AGM, if a member faces any technical issue, he/she may contact the helpline number mentioned in the notice of the AGM. - Members are requested to note that they can also send their queries through e-mail to the Company Secretary made available in the notice of the AGM so that queries can be addressed after the completion of the proceedings. - I would now like to introduce the directors and chief financial officer of the Company, who have joined this meeting: - Mr. Sanjay Mariwala – Chairperson and Managing Director – He is the Chairperson of the Corporate Social Responsibility Committee; - Mr. Milind Sarwate – Independent Director - Chairperson of Nomination and Remuneration Committee and member of the Audit Committee; and
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	<ul style="list-style-type: none"> - Ms. Rupa Vora - Independent Director - Chairperson of Audit Committee and member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee. - Mr. Kapil Ahuja – Chief Financial Officer - Mr. Amir Kothadia, authroised representative of S R B C & Co. LLP, the Statutory Auditors and Mr. Surjan Rauthan of S S Rauthan & Associates, Secretarial Auditors, are also present in the meeting through VC. - The attendance of the members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. - All the statutory registers under Companies Act, 2013 are available for inspection. - Company has duly received representative letters from shareholders of the Company. - The Annual Report containing the Notice, Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2022 and respective Auditors’ Reports thereto alongwith the Directors’ Report and other requisite documents have already been circulated to all the Members. I now take the notice of AGM dated 1st August 2022 alongwith annexures thereto, as read. - There are no qualifications or material observations in the reports of the Statutory Auditor and the Secretarial Auditor. <p>I request Mr. Sanjay Mariwala, Chairperson of the Board to assume the chair and commence the proceedings of the meeting.</p>
<p>Mr. Sanjay Mariwala</p>	<p>Thank you, Harish and the Directors.</p> <ol style="list-style-type: none"> 1. Good afternoon, Ladies and Gentlemen, I welcome you all to the 19th Annual General Meeting of OmniActive Health Technologies Limited. 2. Necessary quorum being present, I call the meeting to order. 3. It is an honour for me to be presiding over this AGM as the Chairperson. <p>Let me now start with the business to be transacted as per the Notice of the AGM. As the Notice convening this AGM alongwith the Annual Report has already been circulated, it shall be taken as read.</p> <ol style="list-style-type: none"> 1. We move on to the first agenda item which shall be passed as an Ordinary Resolution and is pertaining to the adoption of audited standalone and consolidated financial statements of the Company for the financial year ended on 31st March 2022 and the Reports of the Board

of Directors and the Auditors thereon.

I Propose the resolution.

Seconded by : Mr. Mohan Mariwala

I now put the resolution to vote.

Resolution is passed unanimously.

2. We move on to the **Second agenda item** which shall be passed as an Ordinary Resolution. It is to confirm the interim dividend at the rate of Rs. 5,560.19 per equity share of Rs. 10 each on Class - A equity shares of Rs. 10 each fully paid declared by the Board on 15th December 2021 as the final dividend for the financial year 2021-22.

The Resolution is confirmed unanimously.

3. We move on to the **Third agenda item** which shall be passed as an Ordinary Resolution. It is for re-appointment of Mr. Leendert Staal (DIN: 07740697), Director who retires by rotation at this meeting and being eligible, offers himself for reappointment.

Proposed by : Mr. Rajesh Dedhia

Seconded by : Mr. Mohan Mariwala

I now put the resolution to vote.

Resolution is passed unanimously.

4. We move on to the **Fourth agenda item** which shall be passed as an Ordinary Resolution. It is to approve the re-appointment of M/s. S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003) as the statutory auditors of the company and to fix remuneration.

Proposed by : Ms. Nandana Mariwala

Seconded by : Mr. Mohan Mariwala

I now put the resolution to vote.

Resolution is passed unanimously

5. We move on to the **Fifth agenda item** which shall be passed as an

	<p>Ordinary Resolution. It is to approve/ratify the appointment of Ms. Rupa Vora (DIN: 01831916) as an Independent Director of the Company.</p> <p>Proposed by : Ms. Nandana Mariwala</p> <p>Seconded by : Mr. Mohan Mariwala</p> <p>Resolution is passed unanimously.</p> <p>6. We move on to the Sixth agenda item which shall be passed as an Ordinary Resolution. It is to approve/ratify the appointment of Mr. Vishal Gupta (DIN: 09442347) as Nominee Director of the Company.</p> <p>Proposed by : Mr. Rajeev Chitrabhanu</p> <p>Seconded by: Ms. Nandana Mariwala</p> <p>I now put the resolution to vote.</p> <p>Resolution is passed unanimously.</p> <p>7. We move on to the Seventh agenda item which shall be passed as a Special Resolution. It is to alter the Articles of Association of the Company.</p> <p>Proposed by : Mr. Mohan Mariwala</p> <p>Seconded by : Mr. Rajeev Chitrabhanu</p> <p>I now put the resolution to vote.</p> <p>Resolution is passed unanimously.</p> <p>As all the items in the Notice of the AGM have been discussed, I declare this meeting as concluded. I thank the Members, Directors and authorized representatives of Statutory Auditors and Secretarial Auditors for attending this meeting.</p>
<p>Ms. Harish Iyer</p>	<p>Thank you, Chairperson.</p> <p>Since this meeting was convened through VC, I hereby confirm that the following requirements, as set out under the MCA circular have been fulfilled for this meeting:</p> <p>a) necessary arrangements were made to ensure that there was no failure</p>

of video or audio- visual connection;

- b) the integrity of the AGM via VC was properly safeguarded;
- c) proper equipment and facilities for participating in the meeting through VC were made available;
- d) the participants attending the meeting through VC were able to hear and see the other participants clearly;
- e) the requisite quorum was present throughout the meeting; and
- f) the proceedings of the meeting have been duly recorded along with a recorded transcript.

Hence, we conclude the meeting at 5.40 P.M. IST. I offer a vote of thanks to the Chairperson on behalf of everyone. Thank you everyone for attending the 19th Annual General Meeting of OmniActive Health Technologies Limited.