

**MINUTES OF THE THIRTY NINETH ANNUAL GENERAL MEETING OF THE
MEMBERS OF FALCON TYRES LIMITED HELD ON THURSDAY, 31ST
DECEMBER, 2015 AT 11 A.M. AT HOTEL " MYSORE DASAPRAKASH
(CITY) GANDHI SQUARE " MYSORE - 570 001**

PRESENT :

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|--|---|--------------------------|
| MR. S. BADRINARAYANAN | : | MEMBER (IN THE CHAIR) |
| DIL RIM AND WHEEL CORPORATION LTD (REPRESENTED BY MR.MURTOOZ A KHAN) | : | MEMBER |
| KANTI COMMERCIALS PVT LTD (REPRESENTED BY MR. S. BADRINARAYANAN) | : | MEMBER |
| SALPUTRI COMMERCE PVT LTD (REPRESENTED BY MR. K. N. KISHORE) | : | MEMBER |
| SUNCAP COMMODITIES LTD (REPRESENTED BY MR. M.S.NAVEEN) | : | MEMBER |
| REGUS IMPEX PVT LTD (REPRESENTED BY MR.. K. V HARISH) | : | MEMBER |

AND

TOTAL MEMBERS PRESENT IN PERSON - 16

1. Chairman of the Meeting :

At 11 A.M., pursuant to the Provisions under Section 104 of the Companies Act, 2013 and pursuant to the Article 75(2) of the Articles of Association of the Company, out of Members present in the Annual General Meeting, Mr. K. N. Kishore one Member proposed Mr. S. Badrinarayanan, a Member as Chairman of the Annual General Meeting and Mr. M. S. Naveen seconded. Mr.S. Badrinarayanan then took the Chair.

2. Register of Director's Shareholding :

The Chairman of the Meeting informed the Members that the Register of Directors' Shareholdings pursuant to Section 170 of the Companies Act, 2013 was kept open and accessible during the continuance of the Meeting.

3. **Quorum :**

The Chairman declared that the requisite quorum pursuant to Section 103 of the Companies Act, 2013 being present and he proceeded with the business of the Meeting.

4. **Notice of Annual General Meeting :**

With the consent of the Members present, the Notice dated 14th November, 2015 convening 39th Annual General Meeting of the Shareholders of the Company was taken as read.

5. **Auditors' Report :**

The Chairman of the Meeting read out the Report of the Auditors' to the Members of the Company on the Accounts for the extended Financial Year ended 31st March, 2015.

6. **Adoption of Annual Accounts and Directors' and Auditors' Report thereon :**

The Chairman introduced Item No. 1 of the Notice dated 14th November, 2015 as an Ordinary Resolution :

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the Extended Financial Year ended 31st March, 2015 together with the Directors' Report and its Annexures and Auditors' Report thereon be and are hereby received, considered and adopted."

The Resolution was proposed by Mr. K. N. Kishore and seconded by Mr. M. S. Naveen.

The Resolution was then put to vote by show of hands by the Chairman which was carried unanimously and declared passed by the Chairman.

7. **Re-appointment of Mr. Ashok Kumar Agarwal as Director :**

The Chairman introduced Item No. 2 of the Notice dated 14th November, 2015 as an Ordinary Resolution :

"RESOLVED THAT Mr. Ashok Kumar Agarwal, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

The Resolution was proposed by Mr. M. A. Khan and seconded by Mr. K. V. Harish

The Resolution was then put to vote by show of hands by the Chairman which was carried unanimously and declared passed by the Chairman.

8. **Appointment of Statutory Auditors:**

The Chairman introduced Item No. 3 of the Notice dated 14th November, 2015 which relates to the appointment of the Auditor of the Company as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s Gora & Co., Chartered Accountants, Kolkata, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company."

The Resolution was proposed by Mr. K. N. Kishore and seconded by Mr. M. A. Khan.

The Resolution was then put to vote by show of hands by the Chairman which was **carried unanimously and declared passed** by the Chairman.

Since all the Business in the Notice of the AGM had been transacted, the Chairman thanked the Members and concluded the Proceedings.

Sd/-
S. BADRINARAYANAN
CHAIRMAN OF THE MEETING