

UNITED INTERACTIVE LIMITED

Registered Office: 304, Maker Chambers V, Nariman Point, Mumbai 400 021
CIN: L72900MH1983PLC030920

PROCEEDINGS OF 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE UNITED INTERACTIVE LIMITED HELD ON 18th SEPTEMBER, 2015 at 9.30A.M. AT KILACHAND CONFERENCE ROOM, SECOND FLOOR, IMC BUILDING, CHURCHGATE, MUMBAI 400 020 :

DIRECTORS PRESENT :

1. Mrs. Sarayu Somaiya - Promoter Director
2. Mr. Rasik Somaiya - Non Executive Director
3. Mr. Ajay Shanghavi - Independent Director
4. Mr. Nishant Upadhyay - Independent Director

IN ATTENDANCE :

1. Mr. Deepak Kanabar - Statutory Auditor
2. Mr. Basanta Behera - CEO
3. Mr. Hemang Joshi - CFO
4. Mr. Nilesh Amrutkar - Secretary
5. Adv. Jyoti Pandey - Scrutinizer

MEMBERS PRESENT : 18 members were personally present,
(No members were present as The Proxy or Corporate representative)

Mrs. Sarayu Somaiya was elected as the chairperson for the meeting.

Mrs. Sarayu Somaiya took the chair & presided over the 32nd Annual General Meeting. After confirming presence of the requisite quorum, meeting was called to order.

Mrs. Sarayu Somaiya welcomed all the shareholders present at the AGM & expressed her gratitude to the stakeholders for their trust and support to the Company.

She then suggested that the Register of contracts/arrangements, Register of Directors/Key Managerial Personnel and their shareholding is kept open for inspection.

Further with the consent of the members the Notice convening 32nd Annual General Meeting was taken as read. After which the chairperson suggested company secretary to read the Auditors Report for the Financial Year 2014-15, however members requested the chairman to take the same as read as it did not have any qualification, reservation or adverse remark.

Thereafter, Chairman informed the members about remote e-voting facility provided to the shareholders before the AGM and then explained the availability as well as eligibility for Polling process to the members. Chairman further informed the members that ballot paper will be provided to all & only eligible members shall vote by ballot after the end of the discussion on all the business items mentioned in the Notice.

Further it was informed to the members that the Company has appointed, Advocate. Jyoti Pandey, as the Scrutinizer to oversee entire poll process including remote e-voting.

1. To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015 :

The Chairperson then took the first agenda for discussion and moved the following resolution as an ordinary resolution

“RESOLVED THAT the Profit and Loss Account for year ended March 31, 2015, the Balance Sheet as on that date together with reports of the Directors and the Auditors thereon and the Consolidated



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Financials for year ended March 31, 2015 along with the Auditors' Report thereon as at that date submitted to this meeting be and are hereby approved, adopted and confirmed."

and then requested members to ask the queries/explanation, if any required on the Financial statements of the company. The replies to the queries raised/suggestions given by the members was provided by Mr. Nishant Upadhyay

The resolution was proposed by Mrs. Manjula Joshi & seconded by Mr. Satish Shah.

2. To appoint Director in place of Mr. Rasik Somaiya who retires by rotation and being eligible, offers himself for reappointment.

Being an interested director for the purpose of next resolution relating to re-appointment of Mr. Rasik Somaiya as director of the company, Mrs. Sarayu Somaiya requested Mr. Nishant Upadhyay to preside as chairman for the said business item

Mr. Nishant Upadhyay then quoted the following resolution to be passed as an Ordinary resolution;

"RESOLVED THAT Mr. Rasik Somaiya (DIN:00153038) who retires by rotation pursuant to Section 152 of the Companies Act, 2013, be and is hereby re-appointed as Director of the Company."

The resolution was proposed by Mr. Beruz Pourdeshi & seconded by Mrs. Shakuntala Mahajan

3. Appointment of M/s D.N. Kanabar & Co. Chartered Accountants as Statutory Auditors of the Company :

Mr. Nishant Upadhyay requested Mrs. Sarayu Somaiya to preside as chairperson for the next business items. Moving on to the next item Mrs. Sarayu Somaiya quoted the following resolution to be passed as an Ordinary resolution;

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, M/s. D N Kanabar & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No. 104698W, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM) on a such terms & remuneration as may be mutually agreed by the Board of Directors of the Company and Auditor.

The resolution was proposed by Mr. Rajendra Doshi & seconded by Mr. P K Teli.

4. Appointment of Mr. Nishant Upadhyay as an Independent Director of the Company

Then after informing the members about the requirement of the appointment of Mr. Nishant Upadhyay, Chairperson requested members to take the resolution as given in item no.4 of the Notice of the Annual general Meeting as read which is proposed to be passed as Ordinary Resolution.

"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 thereunder (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. Nishant Upadhyay (DIN:02128886) who was appointed as Additional Independent Director with effect from April 1, 2015 by the Board of Directors, and who holds office up to the date of this Annual General Meeting under section 161 of the Companies Act, 2013 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 from 1st April 2015 ."



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

The resolution was proposed by Mr. Ronald Fernandes & seconded by Mr. Beruz Pourdeshi.

5. To increase borrowing powers of the company:

Chairperson then took item no.5 for discussion and requested members to take the resolution as given in the Notice of the Annual general Meeting as read, which is proposed to be passed as special Resolution.

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard if any, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of financial agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.10 Crores (Rupees Ten Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

The resolution was proposed by Mrs. Lekha Shah & seconded by Mr. Satish shah.

6. To create Charge/Mortgage on the assets of the company

Chairperson then took item no.6 for discussion and requested members to take the resolution as given in the Notice of the Annual general Meeting as read, which is proposed to be passed as special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions,if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof),the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this resolution) to create mortgage and/or charge, in addition to the mortgage/charge created by the Company, in such form and manner and with such ranking and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future together with the power to take over the management of business and concern of the Company in certain event of defaults, in favour of the lender(s) and agent(s) for securing the borrowings of the Company availed/to be



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availed by way of loan(s) and securities 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 thereon, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary and to settle any question, difficulty or doubt that may arise in this respect."


The resolution was proposed by Mr. Beruz Pourdeshi & seconded by Mr. Ronald Fernandes.

Thereafter, Chairman suggested to Scrutinizer to commence poll proceedings.

Chairperson informed members that the combined results of the poll & e-voting will be declared by tomorrow and the scrutinizers report for the same will be submitted to stock exchange and uploaded on website of the company for the stakeholders. The outcome of the combined results of the poll & e-voting shall form part of this Annual General Meeting as decision of the members on the business items transacted. (As annexure I)

The Chairman then thanked the members for their participation and announced formal closure of the Annual General Meeting of the Company.

Meeting ended with vote of thanks given by Mr. Ajay Shanghavi .


Sarayu Somaiya
Chairperson for the Meeting
29th Sept, 2015, Mumbai



Note: This does not purport to be a minutes of the Annual General Meeting.

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Annexure I

Results of e-voting and poll on the ordinary and special businesses at the Annual General Meeting of the company held on September 18th, 2015 :

On the basis of the Scrutinizer's combined Report on results of the poll & e-voting dated Sept 19th, 2015, the summary of which is mentioned hereunder, all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 6 in the Notice of the Annual General Meeting of the Company have been duly passed by the overwhelming majority and are recorded hereunder as part of the proceedings of Annual General Meeting of the Company held on September 18th, 2015.

Sr. No.	United Interactive Limited (Evoing plus Poll) -32nd AGM Business Item	Particulars of Business	Votes in favor of the Resolution		Votes against the Resolution		Total Valid Votes Nos	Invalid Votes Nos
			Nos	%	Nos	%		
1	To receive, consider and adopt the Balance Sheet for the year ended March 31, 2015 and the Statement of Profit & Loss Account as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial Statements for year ended March 31, 2015 along with the Auditors' Report thereon. (Ordinary Resolution)	Evoing	1296340	100%	0	-	1296340	-
		Poll	45	100%	0	-	45	-
		Total	1296385	100%			1296385	
2	To appoint director in place of Mr. Rasik Somaiya (DIN:00153038), who retires by rotation, and being eligible seeks re-appointment (Ordinary Resolution)	Evoing	1296340	100%	0	-	1296340	-
		Poll	45	100%	0	-	45	-
		Total	1296385	100%			1296385	
3	Appointment of M/s D N Kanabar & Co. Chartered Accountants, Mumbai as Statutory Auditors (Ordinary Resolution)	Evoing	1296340	100%	0	-	1296340	-
		Poll	45	100%	0	-	45	-
		Total	1296385	100%			1296385	
4	Appointment of Mr. Nishant Upadhyay as an Independent Director of the Company (Ordinary Resolution)	Evoing	1296340	100%	0	-	1296340	-
		Poll	45	100%	0	-	45	-
		Total	1296385	100%			1296385	
5	To increase borrowing powers of the company (Special Resolution)	Evoing	1296340	100%	0	-	1296340	-
		Poll	45	100%	0	-	45	-
		Total	1296385	100%			1296385	
6	To create Charge/Mortgage on the assets of the company (Special Resolution)	Evoing	1296340	100%	0	-	1296340	-
		Poll	45	100%	0	-	45	-
		Total	1296385	100%			1296385	

The resolutions for the above Ordinary and Special Businesses as set out in item no.1 to 6 in the notice of Annual General Meeting, having been duly approved by the members with overwhelming majority, are recorded hereunder as part of proceedings of the Annual General Meeting of the members held on September 18th, 2015.

Sarayu Somaiya
Sarayu Somaiya
Chairperson for the Meeting
29th Sept, 2015, Mumbai

