

QPRO INFOTECH LIMITED

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PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF QPRO INFOTECH LIMITED HELD ON 26TH SEPTEMBER, 2015 AT 10:30 A.M AT SHOP NO.B/39, GROUND FLOOR, SHOURIE COMPLEX SUPER MARKET, NEAR BOMBAY BAZAR, J P ROAD, ANDHERI-WEST, MUMBAI – 400058. PRESENT:

Mr. Dinesh Saini	Executive Director
Ms. Anitha Mahesh	Executive Director
Mr. S. Sundaram	Independent Director
Mr. Shashikanta Nayak	Independent Director

IN ATTENDANCE:

- 1 M/s. S. B. Jajoo & Co., Chartered Accountants- Statutory Auditors
2. Cameo Corporate Services Limited (Registrar and Share Transfer Agents)

MEMBERS PRESENT:

15 Members were present in person.

NOTICE AND CHAIRPERSON SPEECH:

Mr. Dinesh Saini chaired the meeting and announced that since the requisite quorum for the meeting was present, the formal proceedings of the meeting could commence. he then extended a warm welcome to the members present.

The Chairperson announced that no proxy forms were received. he further stated that the registrar of proxies and the Register of Director's shareholding u/s 307 of the Companies Act, 1956 were open for inspection of the members during the meeting.

With the consent of the members present, the notice convening the meeting along with the audited accounts and the directors' report were taken as read. Thereafter the Chairperson read out the Auditors' report and the Annexure to the Auditors' report was taken as read with the permission of the members.

The Chairperson later addressed the members with a brief speech on the Company and Industry Scenario.

Chairperson of the meeting took up the issues raised by the shareholders one by one and gave replies to the satisfaction of the House.



All the resolutions as per the notice convening the AGM were then passed as detailed below:

1 Approval of Accounts - ordinary resolution:

The following resolution was proposed by Dharmesh R.Shah and seconded by Amisha Vora

“RESOLVED THAT the Audited Balance Sheet and Profit & Loss A/C for the year ending March 2015 and the Director’s Report and its enclosures and Auditor’s Report thereon with its annexures be and hereby be approved and adopted.”

The resolution was the put to vote and on show of hands, the Chairperson declared the resolution as carried unanimously.

2 Re-appointment of Mr. Ankit Garodia as Executive Director liable to retire by rotation- ordinary resolution:

The following resolution was proposed by N.Suresh and seconded by Dharmesh R.Shah

“RESOLVED THAT Mr. Anitha Mahesh, a Executive Director liable to retire by rotation, be re-appointed as the director of the Company.”

The resolution was the put to vote and on show of hands, the Chairperson declared the resolution as carried unanimously.

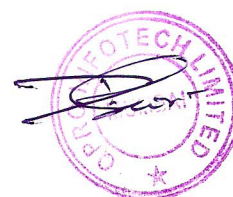
3 Re-appointment of the Statutory Auditors of the Company - ordinary resolution:

4 The following resolution was proposed by Alpesh.M.Doshi and seconded by N.Suresh

5 **“RESOLVED THAT** M/s. S. B. Jajoo & Co, Chartered Accountants, to be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided between the Auditors and the Board of Directors of the Company.”

The resolution was the put to vote and on show of hands, the Chairperson declared the

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”



The resolution was the put to vote and on show of hands, the Chairperson declared the resolution as carried unanimously with requisite majority.

Thereafter being no other resolution/ item on the agenda to be considered and passed by the shareholders of the Company, the meeting was declared as concluded with a vote of thanks to the Chair and Shareholders.

Place: Mumbai

For QPRO Infotech Ltd



Date: 26th September 2015

Chairperson & Director

