

ASHIANA AGRO INDUSTRIES LTD.

Reg. Office : No. 792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,
Sriperumbudur Taluk, Kancheepuram Dist - 602 106 (Tamil Nadu)

MINUTES BOOK (REVISED)

ASHIANA AGRO INDUSTRIES LIMITED

MINUTES OF THE 24th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON THURSDAY, THE 25TH SEPTEMBER, 2014 AT 11 AM AT THE REGD. OFFICE OF THE COMPANY SITUATED AT 792/5, ESWARI HOTEL COMPLEX, BANGALORE HIGH ROAD, SUNGUVARCHATRAM, SRIPERUMBUDUR TALUK, KANCHEEPURAM DISTT. PINCODE 602 106, TAMIL NADU

Present : Shri Pavan Kumar Reddy, Whole Time Director

Shri Radesh Rangarajan, Director

Shri Nirmal Kumar Dash, Director

Shri V.Shankar, Director

Shri E.D.M.Menon, CS & Member

Shri M.Raghav, Shareholder and another 29 Members present in person

as per Attendance Register of Members.

On the request of Directors present Shri Pavan Kumar Reddy, Whole Time Director chaired the meeting.

The Chairman welcomed all the Members to the Annual General Meeting.

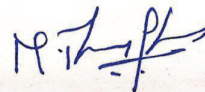
After ascertaining that the requisite quorum was present, the Chairman declared the meeting open.

With the permission of the Members present, the Notice convening the meeting was taken as read.

On the advice of Chairman, Shri EDM Menon, CS & Member read out the Auditors Report.

The Chairman briefly addressed the shareholders. The Chairman informed the shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 and Clause 35 of the Listing Agreement with the stock exchanges, the company had offered evoting facility to the shareholders and the Scrutinizer Mr C.B.Mishra, Practising Company Secretary has already submitted his report.

In Order to provide an opportunity to those Members who have not exercised evoting, the Chairman offered to conduct a Poll and Ballot Paper in Form MGT 12 was made available to them.



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After conclusion of the Poll, Chairman announced the final results which will be announced to the stock exchanges and on the website of the company.

The final results of the voting as announced to the stock exchanges and the resolutions passed are as under:-

ITEM NO.1. ADOPTION OF ANNUAL ACCOUNTS. – ORDINARY RESOLUTION

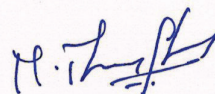
	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT the Balance Sheet Balance Sheet as at 31.3.2014 and the Profit & Loss A/c for the Year ended on that date together with Auditors Report thereon and Directors Report attached thereto including the Annexure and Schedules be and are hereby received, considered and adopted.”

ITEM NO.2 RE-APPOINTMENT OF SHRI RADESH RANGARAJAN AS DIRECTOR.- ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT Shri Radesh Rangarajan retiring director of the company be and is hereby re-appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation”



3. RESIGNATION & APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY – ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT the resignation vide their letter dt.5th August, 2014 of M/s.Sundaram & Narayanan, Chartered Accountants, Chennai , as the Statutory Auditors of the Company be and is hereby taken note of and approved by the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Prasan & Associates, Chartered Accountants, Chennai (Firm Registration No.014103S with the Institute of Chartered Accountants of India) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 24th Annual General Meeting until the conclusion of the 27th Annual General Meeting to be held in Sept., 2017, on the remuneration to be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to Audit committee or Whole Time Director of the company on such conditions as the Board may prescribe”.

4. RE-APPOINTMENT OF SHRI V SHANKAR AS AN INDEPENDENT DIRECTOR- ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri V.Shankar, a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for an independent Director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 25th Sept.,2014 upto 24th Sept., 2019.”

5. RE-APPOINTMENT OF SHRI NIRMAL KUMAR DASH AS AN INDEPENDENT DIRECTOR – ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri Nirmal Kumar Dash, a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for an independent Director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 25th Sept.,2014 upto 24th Sept., 2019.”

6. AMENDMENT TO MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION – SPECIAL RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

M. Shankar

'RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies' Act, 2013, the Clause III(A) of Memorandum Association of the Company dealing with Main Objects to be pursued by the Company be amended by adding following objects at Serial No.3 and 4:-

3. To carry on all or any of the business as manufacturers, exporters, importers, dealers and distributors of packing materials like cartons, corrugated boxes, glass bottles and other packing materials.

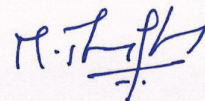
4.To carry on the business of manufacturers and dealers in all types of pilfer proof caps, embossed pilfer proof caps, printed sheets, container boxes, corrugated boxes, bags, cans, casks, chests, crates, jars, cases and all allied packing materials made out of a) Metal of all kinds, b) Plastic, c) Rubber, d) Paper and Paper Materials, e) Wood and Board f) Fabrics or any other commodities or materials capable of being used in the manufacture of such packing materials.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

7.AUTHORITY TO MAKE LOAN IN EXCESS OF THE LIMIT LAID DOWN UNDER SECTION 186 OF THE COMPANIES' ACT, 2013 – SPECIAL RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	Nil	1261780	1261780
Votes in favour of the Resolution	Nil	1261780	1261780
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%



“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any company upto an aggregate amount not exceeding `230.00 Lakhs notwithstanding that the aggregate of the loans so far given or to be given by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

There being no other business, the meeting terminated with a vote of thanks to the Chair.

Date: 25.9.14

Place:Sriperumbudur



For Ashiana Agro Industries Limited

M. P. K.
Director / Authorised Signatory
(PAVAN KUMAR REDDY)

CHAIRMAN