

**PROCEEDINGS OF THE 69TH ANNUAL GENERAL MEETING OF
BATLIBOI LIMITED HELD ON TUESDAY, 6TH AUGUST, 2013 AT 2.30.
P.M. AT BABASAHEB DAHANUKAR HALL, MAHARASHTRA
CHAMBER OF COMMERCE, INDUSTRY & AGRICULTURE, ORICON
HOUSE, 6TH FLOOR, 12 K, DUBASH MARG, FORT, MUMBAI 400001.**

PRESENT: Mr. Nirmal Bhogilal - Chairman & Managing Director
Mr. E.A Kshirsagar - Director
Mr. Subodh Bhargava - Director
Mr. Ameet Hariani - Director
Mr. George Verghese - Director
Mr. Ulrich Duden - Director

In attendance: Mr. Gaurang Shah - Chief Corporate Counsel &
Company Secretary

Mr. Nirmal Bhogilal, Chaired the meeting and announced that 43 members were present in person or through proxy and since the requisite quorum for the meeting was there, the formal proceedings of the meeting could commence. He then welcomed the shareholders at the 69th Annual General Meeting of the company and introduced his colleagues on the Board to the members.

He further stated that the Register of Proxies and the Register of Directors' Shareholding were open for inspection of the members during the meeting.

With the permission of the Members, the notice convening the meeting along with the Audited Accounts and the Directors' report were taken as read. The Chairman's statement circulated to the members at the meeting was also taken as read. Thereafter at the direction of the Chairman, Mr. Gaurang Shah, Chief Corporate Counsel & Company Secretary, read out the Auditors' Report for the year ended 31st March, 2013.

The Chairman proposed the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Profit & Loss Account of the Company for the year ended 31st March 2013 and the Balance Sheet as on that date and the Report of the Auditors and Directors thereon be and the same are hereby received, approved and adopted”.

SECONDED BY Kalpesh Moulin Mehta

Before putting the resolution to vote, the Chairman invited queries/comments on the Accounts of the company for the year ended 31st March, 2013. Some of the members raised queries which were satisfactorily replied.

The resolution was then put to vote on show of hands and was carried unanimously

Thereafter, the Chairman moved the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Ameet Hariani, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

PROPOSED BY Ronald Fernandes

SECONDED BY Rohit Merchant

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

Thereafter, the Chairman moved the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Ulrich Duden, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

PROPOSED BY Bharat Negandhi

SECONDED BY B. G. Parikh

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

Thereafter, the Chairman moved the following Resolution as an Ordinary Resolution.

“RESOLVED THAT M/s. V. Sankar Aiyar & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration as may be mutually agreed between the said Auditors and the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to appoint Auditors for Branches and Factories in consultation with the Company’s Auditors on such terms and conditions including remuneration as the Board of Directors may deem fit.”

PROPOSED BY Prakash Vijayakar

SECONDED BY P. K. Vakil

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

The meeting was thereafter concluded with vote of thanks to the chairman by Mr. Ronald Fernandes.



Chief Corporate Counsel &
Company Secretary

Date : 07/08/2013
Place : Mumbai

DETAILS REGARDING THE VOTING RESULTS AT 69th ANNUAL GENERAL MEETING HELD ON TUESDAY 6TH AUGUST, 2013 AT 2.30 P.M.

1. Date of the AGM : 06.08.2013
2. Total number of shareholders on record date : 11415
3. No. of shareholders present in the meeting either in person or through proxy :

Sr. No.	Category	In person	Proxy
1	Promoters and Promoter Group	13	2
2	Public	28	-

4. No. of Shareholders attended the meeting through Video Conferencing :

Sr. No.	Category	
1.	Promoters and Promoter Group	NA as Video Conferencing facility was not provided
2.	Public	

5. Agenda wise details:

Item No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of voting (Show of hands /Poll/Postal ballot/E-voting)
1.	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31 st March, 2013, the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.	Ordinary	Show of hands
2.	To appoint a director in place of Mr. Ameet Hariani, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Show of hands
3.	To appoint a director in place of Mr. Ulrich Duden, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Show of hands

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4.	To appointment M/s V. Sankar Aiyar & Co. as auditors of the Company from this AGM to the next AGM.	Ordinary	Show of hands
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For **BATLIBOI LTD.**,



Gaurang C. Shah
Chief Corporate Counsel &
Company Secretary