

**MINUTES OF THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE
MEMBERS OF FALCON TYRES LIMITED HELD ON TUESDAY, 30TH
SEPTEMBER, 2014 AT 11 A.M. AT HOTEL " MYSORE DASAPRAKASH
(CITY) GANDHI SQUARE " MYSORE - 570 001**

PRESENT :

MR. A. RAO	:	MEMBER (IN THE CHAIR)
DIL RIM AND WHEEL CORPORATION LTD (REPRESENTED BY MR. K. L. SHARMA)	:	MEMBER
KANTI COMMERCIALS PVT LTD (REPRESENTED BY MR. A. K. GOENKA)	:	MEMBER
SALPUTRI COMMERCE PVT LTD (REPRESENTED BY MR. S. MUKHERJEE)	:	MEMBER
REGUS IMPEX PVT LTD (REPRESENTED BY MR. S. K. GHOSH)	:	MEMBER

AND OTHERS

TOTAL MEMBERS PRESENT IN PERSON - 23

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. Jagannath T M, one Member proposed Mr. Anantha Rao, a Member as Chairman of the Annual General Meeting and Mr. P. Hemdev seconded.

Mr. Anantha Rao 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 29th August, 2014 convening 38th 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, 2014.

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

The Chairman introduced Item No. 1 of the Notice dated 29th August, 2014 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, 2014 together with the Directors' Report and its Annexures and Auditors' Report thereon be and are hereby received, considered and adopted."

7. **Appointment of Statutory Auditors:**

The Chairman introduced Item No. 2 of the Notice dated 29th August, 2014 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."

8. **Appointment of Mr. Dipak Das as an Independent Director :**

The Chairman introduced Item No. 3 of the Notice dated 29th August, 2014 which relates to the appointment of Mr. Dipak Das as an Independent Director of the Company as an **Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made there under and the Articles of Association of the Company and all other relevant acts and rules, Shri Dipak Das (DIN : 01595824) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years."



9. Appointment of Ms. Baishali Roy as an Independent Director :

The Chairman introduced Item No. 4 of the Notice dated 29th August, 2014 which relates to the appointment of Ms. Baishali Roy as an Independent Director of the Company as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150,152 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made there under and the Articles of Association of the Company and all other relevant acts and rules, Smt. Baishali Roy (DIN :06873404) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

10. Appointment of Mr. Rupendra Nath Kumar as an Independent Director :

The Chairman introduced Item No. 5 of the Notice dated 29th August, 2014 which relates to the appointment of Mr. Rupendra Nath Kumar as an Independent Director of the Company as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150,152 and other applicable provisions of the Companies Act, 2013 read with relevant Rules made there under and the Articles of Association of the Company and all other relevant acts and rules, Shri Rupendra Nath Kumar (DIN : 06873411) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

The Result of the E-voting of aforesaid Resolutions had been given by the Scrutinizer to the Company.

Any member who had not participated in e-voting and wished to participate in the Resolution by way of Ballot Paper was requested to get Ballot Papers, fill it up and drop in the Ballot Box, which were considered by the Scrutinizer while preparing and giving his Final Report which was placed in CDSL Website and a copy there of was also sent to Bombay Stock Exchange.

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

SD/
CHAIRMAN OF THE MEETING

For FALCON INDUSTRIES LIMITED

