



**MINUTES OF ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY 19TH DAY OF SEPTEMBER, 2014 AT 3.00 P.M., AT THE CONVERGENCE CENTRE, DPSC, PLOT NO. X-1, 2 & 3, BLOCK EP, SECTOR - V, SALT LAKE, KOLKATA - 700 091**

**DIRECTORS PRESENT**

Mr. N.V. Simhadri	Director
Mrs. Nidhi Sharma	Director
Mr. Pradeep Dutta	Director
Mr. Umesh Govind Bhat	Director

210 Shareholders were also present in person or through proxy.

**IN ATTENDANCE:**

Mr. Mohit Srivastava	Company Secretary
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**STATUTORY AUDITORS**

**M/S. MANDAWEWALA & CO.**, Chartered Accountants represented by Ms. Sonam Agarwal, partner

**CHAIRMAN OF THE MEETING**

Mr. N.V. Simhadri took the Chair.

Company Secretary, on the request of Chairman, welcomed the shareholders and introduced the Directors on the dais.

**QUORUM**

The business before the meeting was taken up after established that the requisite quorum was present.

Chairman read the Chairman's statement and also gave an overview of the Financial Performance of the Company for the financial year 2013-14 and its future outlook.

**E VOTING DETAILS:**

Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended the e voting facility to the Members of the Company in respect of the businesses to be transacted at the Annual

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CHAIRMAN'S  
INITIALS





General Meeting. The e voting commenced at 9.00 A. M on Saturday, 13<sup>th</sup> September, 2014 and ends at 9.00 P.M. on Sunday, 14<sup>th</sup> September, 2014. The Board of Director of Company has appointed Ms. Chanchal Sharma, Practicing Company Secretary as the Scrutinizer for e voting purposes.

Notice convening the 15<sup>th</sup> Annual General Meeting along with Directors' report and Auditors' Report taken as read by the Company Secretary at the request of the Chairman and also with the consent of the Members present.

On the invitation of Chairman, several Members addressed the meeting, given their suggestion and raised general queries on the Company accounts, businesses and other matters mentioned in the Notice & Annual Report, which were replied by the Chairman. After satisfactory reply by the Chairman, the following resolution was passed as an ordinary resolution:

**ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENTS**

"**RESOLVED THAT** Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2014 and Profit & Loss Account for the year ended 31<sup>st</sup> March 2014 together with the Directors' Report and the Auditors' Report thereon be and are hereby received, considered and adopted."

**ITEM NO. 2 RE-APPOINTMENT OF MR. PRADEEP DUTTA, DIRECTOR**

"**RESOLVED THAT** Mr. Pradeep Dutta (DIN 00632335), be and is hereby re-appointed as the Director of the Company who shall be liable to retire by rotation,"

**ITEM NO. 3 APPOINTMENT OF AUDITORS**

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Mandawewala & Co. Chartered Accountants (Firm's Registration No.322130E) be and are hereby re-appointed as the Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company to be held in the year 2019 (subject to the ratification of their appointment by the members at every AGM), at the remuneration to be fixed after discussion with the Board of Directors of the Company."

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**ITEM NO. 4 APPOINTMENT OF MR. UMESH BHAT AS AN INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Umesh Bhat (DIN 02663160), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 5 (five) consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

**ITEM NO.5 APPOINTMENT OF MR. NANDIPATI VENKATA SIMHADRI AS AN INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Nandipati Venkata Simhadri (DIN 00231683), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 5 (five) consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

**ITEM NO.6 APPOINTMENT OF MR. NIDHI SHARMA AS AN INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies

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Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Ms. Nidhi Sharma (DIN 05239976), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 5 (five) consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

#### **E VOTING RESULTS:-**


The Chairman further informed the Members & Directors present in the Meeting and on the basis of Scrutinizer report submitted to him by Ms. Chanchal Sharma within prescribed time that all the resolution was passed with requisite majority through e voting process. He further informed that the details of the said results were also uploaded on the Company's Website.

#### **VOTE OF THANKS**

There being no other business to transact the meeting was concluded with vote of thanks to the Chairman, Directors and all the shareholders.

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Place: Kolkata

  
(N.V. Simhadri)

Date: 19<sup>th</sup> September, 2014

Chairman

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