


**MINUTES OF THE 45<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT 11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT - 396 195, ON FRIDAY, 26<sup>TH</sup> SEPTEMBER, 2014 AT 9.15 A.M.**

**CERTIFIED TRUE COPY.**

**DIRECTORS PRESENT**

MR. R. D. SHROFF - CHAIRMAN

For: **UNIPHOS ENTERPRISES LIMITED**



Company Secretary

**IN PRESENCE**

MR. K. M. THACKER - COMPANY SECRETARY  
MR. PRAMOD BAPNA - Partner, S. V. Ghatalia Associates LLP, Statutory Auditors.

**MEMBERS PRESENT**

- 33 MEMBERS WERE PRESENT IN PERSON
- 1 MEMBER WAS PRESENT BELONGING TO PROMOTER GROUP

1. Mr. R. D. Shroff, the Chairman of the meeting occupied the Chair.
2. The Chairman then announced that since the quorum, as per Section 103 of the Companies Act, 2013, for the meeting was present, and the meeting duly constituted, the formal proceedings of the meeting could commence.
3. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 and the draft letters addressed to Independent Directors being appointed were kept open for inspection by the shareholders during the continuance of the meeting.
4. The Chairman informed the members that with the introduction of the new Companies Act, 2013, major changes have been brought into force by the said new act and the Securities Exchange Board of India and accordingly the procedure being followed hitherto by all the companies to conduct the proceedings at the general meeting would undergo significant changes from this year onward. Having said this, he stated that the proceeding for this Annual General Meeting shall be carried out as per the new requirements.
5. The Chairman then asked Mr. K. M. Thacker - Company Secretary, to read the Auditor's Report. Thereupon the Company Secretary read the Auditor's Report and the Annexure to the Auditor's Report being taken as read with the permission of the shareholders. Thereafter, the Chairman also informed the members that the said Auditors Report was without any qualifications or adverse remarks.

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6. With the permission of the members, the notice convening the meeting and the Director's Report having been circulated to the members were taken as read.
7. The Chairman welcomed the members and read his statement.
8. The Chairman thereafter invited the members to speak at the meeting or seek any clarifications for the accounts. There upon two shareholders spoke at the meeting and asked few questions and made suggestions.

The Chairman thanked the members for their words of appreciation and suggestions made by them. The Chairman suitably answered all the questions raised by the shareholders to their satisfaction.

9. The Chairman appraised the members regarding the change brought in under the new Companies Act, 2013 and the Securities Exchange Board of India with regard to voting by the members on the resolutions at the general meetings by permitting members to cast their votes by electronic means, through the e-voting platform provided by the Depositories. In order to comply with this, the Company has signed the agreement with the National Securities Depository Limited ("NSDL") to avail e-voting services for the members to cast their votes on all the resolutions set forth in the notice of the 45<sup>th</sup> Annual General Meeting. The shareholders of the Company, as on the cut-off date 22<sup>nd</sup> August, 2014 were entitled to cast their votes through the e-voting platform. The voting period was commenced on Saturday, 20<sup>th</sup> September, 2014 @ 9:00 a.m. ends on Monday, 22<sup>th</sup> September, 2014 @ 6:00 p.m. Mr. Jawahar Thacker, Chartered Accountant was appointed by the Board of Directors as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. The Chairman thereafter informed that some of the members have voted electronically. He thereafter requested those members who have not voted electronically to cast their votes physically and for this purpose the Scrutinizer distributed Assent / Dissent Form to such shareholders present at the meeting. Some of the members present and who had not voted electronically earlier voted physically and the Assent / Dissent Form were placed in box which was locked. The entire process of physical voting was monitored and supervised by Mr. Jawahar Thacker, the scrutinizer.
11. After this voting was completed, the Chairman instructed Mr. Jawahar Thacker, the scrutinizer to submit his final report showing the votes in favour and against the resolutions proposed to be passed as detailed in the notice of the meeting.

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12. The scrutinizer, Mr. Jawahar Thacker, Chartered Accountant, has scrutinized the Assent / Dissent Form diligently and the Assent / Dissent Form were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company and accordingly prepared and submitted to the Chairman, combined results of the voting i.e. e-voting through e-voting and physical voting at the Annual General Meeting showing number of votes polled in favour and against all the resolutions.

Thereafter, the Chairman reported before the members present that all the resolutions were passed with requisite majority. The details of the combined results were as under:

#### Resolution No.: 1 – Ordinary Resolution

“RESOLVED THAT the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year 31<sup>st</sup> March, 2014 together with the Directors' Report and Auditors' Report thereon, be and the same are hereby received and adopted.”

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2) / (1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4) / (2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5) / (2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| (1)                          | (2)                  | (3)                       | (4)  | (5)                          | (6)                        | (7)   |   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public – Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  |                      |                           |  |                              |                            |   |   |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public – Others              | 31070                | 31070                     | 100.00   | 31070                        |                            | 100.00  | 0.00  |
| Total (B)                    | 31070                | 31070                     | 100.00   | 31070                        | 0                          | 100.00  | 0.00  |
| Result (A+B)                 | 46056044             | 46056044                  | 100.00   | 46055989                     | 55                         | 100.00  | 0.00  |

#### Resolution No.: 2 – Ordinary Resolution

“RESOLVED THAT Mr. Jaidev Rajnikant Shroff (DIN: 00191050) - Director who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company.”

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| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  |                      |                           |  |                              |                            |   |   |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 31070                | 31070                     | 100.00   | 31070                        |                            | 100.00  | 0.00  |
| Total (B)                    | 31070                | 31070                     | 100.00   | 31070                        | 0                          | 100.00  | 0.00  |
| Result (A+B)                 | 46056044             | 46056044                  | 100.00   | 46055989                     | 55                         | 100.00  | 0.00  |

### Resolution No.: 3- Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee of Directors, Messrs. S R B C & CO LLP (ICAI Firm Registration No. 324982E), Chartered Accountants, be and are hereby appointed as Auditors of the Company, (in place of M/s. S.V. Ghatalia and Associates LLP, the retiring auditors, who have expressed their inability to continue) to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |

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| Mode of Voting : (Poll)      |          |          |        |          |    |        |      |
|------------------------------|----------|----------|--------|----------|----|--------|------|
| Promoter and Promoter Group  |          |          |        |          |    |        |      |
| Public Institutional holders |          |          |        |          |    |        |      |
| Public - Others              | 31070    | 31070    | 100.00 | 31070    |    | 100.00 | 0.00 |
| Total (B)                    | 31070    | 31070    | 100.00 | 31070    | 0  | 100.00 | 0.00 |
|                              |          |          |        |          |    |        |      |
| Result (A+B)                 | 46056044 | 46056044 | 100.00 | 46055989 | 55 | 100.00 | 0.00 |

**Resolution No.: 4- Ordinary Resolution**

“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 and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, where the shares of the Company are listed, Mr. Pradeep Vedprakash Goyal (DIN: 00008370), a non-executive Director of the Company, who was appointed as a Director 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 50<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)-[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)-[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)-[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
|                              | (1)                  | (2)                       |  | (4)                          | (5)                        |   |   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  |                      |                           |  |                              |                            |   |   |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 31070                | 31070                     | 100.00   | 31070                        |                            | 100.00  | 0.00  |
| Total (B)                    | 31070                | 31070                     | 100.00   | 31070                        | 0                          | 100.00  | 0.00  |
|                              |                      |                           |  |                              |                            |   |   |
| Result (A+B)                 | 46056044             | 46056044                  | 100.00   | 46055989                     | 55                         | 100.00  | 0.00  |

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### Resolution No.: 5- Ordinary Resolution

“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 and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, where the shares of the Company are listed, Mrs. Swati Sandesh Mayekar (DIN: 00245261), a non-executive Director of the Company, who was appointed as a Director 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 her 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 50<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
|                              | (1)                  | (2)                       | (3)  | (4)                          | (5)                        | (6)   | (7)   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  |                      |                           |  |                              |                            |   |   |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 31070                | 31070                     | 100.00   | 31070                        |                            | 100.00  | 0.00  |
| Total (B)                    | 31070                | 31070                     | 100.00   | 31070                        | 0                          | 100.00  | 0.00  |
| Result (A+B)                 | 46056044             | 46056044                  | 100.00   | 46055989                     | 55                         | 100.00  | 0.00  |

### Resolution No.: 6- Ordinary Resolution

“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 and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with Stock Exchanges, where the shares of the Company are listed, Mr. Arun Chandrasen Ashar (DIN: 00192088), a non-executive Director of the Company, who was appointed as a Director 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 50<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

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| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| (1)                          | (2)                  | (3)                       | (4)  | (5)                          | (6)                        | (7)   | (8)   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  |                      |                           |  |                              |                            |   |   |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 31070                | 31070                     | 100.00   | 31070                        |                            | 100.00  | 0.00  |
| Total (B)                    | 31070                | 31070                     | 100.00   | 31070                        | 0                          | 100.00  | 0.00  |
| Result (A+B)                 | 46056044             | 46056044                  | 100.00   | 46055989                     | 55                         | 100.00  | 0.00  |

#### Resolution No.: 7- Special Resolution

"RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") for borrowing from time to time any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of the Company, shall not at any time exceed the limit of Rs. 500 crores (Rupees Five hundred crores only)."

RESOLVED FURTHER THAT Directors of the Company and/or the Company Secretary, be and are hereby severally authorized to take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under the Companies Act, 2013."

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| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
|                              | (1)                  | (2)                       |  | (4)                          | (5)                        |   |   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 1274                         | 1579                       | 44.65   | 55.35   |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46023395                     | 1579                       | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  |                      |                           |  |                              |                            |   |   |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 31070                | 31070                     | 100.00   | 31070                        |                            | 100.00  | 0.00  |
| Total (B)                    | 31070                | 31070                     | 100.00   | 31070                        | 0                          | 100.00  | 0.00  |
| Result (A+B)                 | 46056044             | 46056044                  | 100.00   | 46054465                     | 1579                       | 100.00  | 0.00  |

#### Resolution No.: 8- Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, existing Article 116(2) of the Articles of Association of the Company be and is hereby amended partially by deleting a sentence ‘Rajju D. Shroff and Sandra R. Shroff shall be permanent Directors and not liable to retirement.’ as appearing immediately at the end of existing Article 116(2)”

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
|                              | (1)                  | (2)                       |  | (4)                          | (5)                        |   |   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 46022121             | 46022121                  | 100.00   | 46022121                     |                            | 100.00  | 0.00  |
| Public Institutional holders |                      |                           |  |                              |                            |   |   |
| Public - Others              | 2853                 | 2853                      | 100.00   | 2798                         | 55                         | 98.07   | 1.93  |
| Total (A)                    | 46024974             | 46024974                  | 100.00   | 46024919                     | 55                         | 100.00  | 0.00  |

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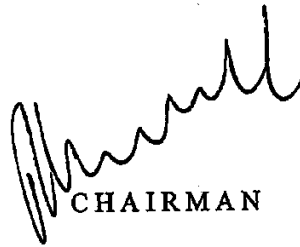


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| Mode of Voting : (Poll)      |          |          |        |          |    |        |      |
|------------------------------|----------|----------|--------|----------|----|--------|------|
| Promoter and Promoter Group  |          |          |        |          |    |        |      |
| Public Institutional holders |          |          |        |          |    |        |      |
| Public - Others              | 31070    | 31070    | 100.00 | 31070    |    | 100.00 | 0.00 |
| Total (B)                    | 31070    | 31070    | 100.00 | 31070    | 0  | 100.00 | 0.00 |
| Result (A+B)                 | 46056044 | 46056044 | 100.00 | 46055989 | 55 | 100.00 | 0.00 |

13. The Chairman thereafter, inform the Members that the details of the above combined voting results along with the scrutinizer report will be placed on the website of the Company and will also be submitted, within 48 hours of the conclusion of the Annual General Meeting, to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed and also to NSDL.
14. There being no other business the meeting terminated with a vote of thanks to the Chair.

Confirmed,  
29<sup>th</sup> September, 2014

  
CHAIRMAN

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