



TISSUE & PAPERS LTD.

PROCEEDINGS OF TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF GAYATRI TISSUE & PAPERS LIMITED HELD ON WEDNESDAY 29TH DAY OF SEPTEMBER, 2010 AT 3.30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT #61/512, UNNATH NAGAR, PART 2 OF S.V. ROAD, BEHIND NANA-NANI PARK, GOREGAON (WEST), MUMBAI – 400 062.

DIRECTORS / MEMBERS PRESENT

- | | |
|----------------------|----------|
| 1. Dr. V. L. Moorthy | Director |
| 2. Members In person | 06 |
| 3. Members in proxy | 05 |

IN ATTENDANCE:

Sri B. Prakash – Company Secretary & Compliance Officer

With the permission of members present, Dr. V. L. Moorthy, Director of the company occupied the chair.

The Chairman welcomed the members to the Twenty Fourth Annual General Meeting. After ascertaining that proper quorum as required under the Companies Act, 1956 was present; he called the meeting to order. With the permission of the members present the notice of the Annual General Meeting was taken up.

After the Auditors report was read out, the chairman invited the members to discussion on annual accounts. After few discussions, the business specified in the notice was taken up.

ORDINARY BUSINESS:

ITEM NO.1 ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2010

Proposed by: Dr. V. L. Moorthy DP ID/Demat A/c No.: IN301774 – 14428732
 Seconded by: Mr. C. Ramesh Kumar DP ID/Demat A/c No.: IN301774 – 12849942

"RESOLVED THAT the Balance sheet as on 31st March 2010 and Profit & Loss account for the year ended along with Directors Report and Auditors Report be and are hereby considered, approved and adopted."

On being put to vote the resolution was passed unanimously.

ITEM NO.2: RE-APPOINTMENT OF MR. P MARUTHI BABU DIRECTOR OF THE COMPANY

Proposed by: Mrs. I. V. Lakshmi DP ID/Demat A/c No.: 3500000086234
 Seconded by: Mr. C. Ramesh Kumar DP ID/Demat A/c No.: IN301774 – 12849942

"RESOLVED THAT Mr. P Maruthi Babu be and is hereby re-appointed as Director of the Company liable to retire by rotation."

On being put to vote the resolution was passed unanimously.

Regd. Off.: # 61/512, Unnath Nagar, Part 2 of S.V. Road, Behind Nananani Park, Goregaon (West),
 Mumbai - 400 062, (M.H.) India. Tel : 91-22-28789873 / 65005785
 Corp. Off.: 6-3-1090, B-1, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, (A.P.) India
 Tel: +91 40 2331 0330, 2331 4284, Fax: 491 40 2339 8435

**TISSUE & PAPERS LTD.****ITEM NO 3. RE-APPOINTMENT OF STATUTORY AUDITORS AND FIXING OF REMUNERATION**

Proposed by: Mr. C. Ramesh Kumar
Seconded by: Dr. V.L Moorthy

DP ID/Demat A/c No.: IN301774 – 12849942
DP ID/Demat A/c No.: IN301774 – 14428732

"RESOLVED THAT M/s. VAS & Co., Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board in consultation with the Auditors."

On being put to vote the resolution was passed unanimously.

For GAYATRI TISSUE & PAPERS LIMITED

(PRAKASH B)

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 14th October, 2010