

**MINUTES OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF KOTHARI PRODUCTS LTD. HELD ON TUESDAY, THE 21<sup>ST</sup> DAY OF SEPTEMBER, 2010 AT 11.30 A.M. AT "LITTLE CHEF", CIVIL LINES, KANPUR**

**PRESENT**

- |                             |   |  |
|-----------------------------|---|--|
| 1. Shri Deepak Kothari      | - | Chairman & Managing Director           |
| 2. Shri Mitesh Kothari      | - | Executive Director                     |
| 3. Shri Vikas Chaturvedi    | - | Director                               |
| 4. Shri Pramod Kumar Tandon | - | Director & Chairman of Audit Committee |

**MEMBERS**

20 members were present in person as per the Shareholders' Attendance Register produced before the meeting.

**PROXIES**

3 members were present through valid proxies as per Proxy Register produced before the meeting.

**IN ATTENDANCE**

- |                      |   |                      |
|----------------------|---|----------------------|
| Shri Raj Kumar Gupta | - | Company Secretary    |
| Shri Ramji Mehrotra  | - | Chartered Accountant |
| Shri Rajeev Mehrotra | - | Chartered Accountant |

**CHAIRMAN**

Shri Deepak Kothari, Chairman & Managing Director took the Chair.

**QUORUM**

The necessary quorum being present, the Chairman declared the meeting as properly constituted. He then formally extended a very warm welcome to the Shareholders at the 26<sup>th</sup> Annual General Meeting and introduced his colleagues on the dias to the Shareholders. The Chairman then addressed the Members in brief.

**REGISTER OF DIRECTORS' SHAREHOLDING**

The Chairman declared before the meeting that the Register of Directors' Shareholding is available at the meeting and is open for inspection by any member of the Company, during the continuance of the meeting.

**NOTICE OF THE MEETING**

With the permission of the members the notice of the meeting was taken as read.

**AUDITORS' REPORT**

The Auditors' Report on the Audited Accounts of the Company was read out at the meeting by the Secretary of the Company.

**ADOPTION OF ANNUAL ACCOUNTS**

The Chairman stated before the Meeting that the Balance Sheet as at 31<sup>st</sup> March, 2010 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors' and the Auditors' thereon have already been circulated to you and have been with you for quite some time.

He, thereafter requested the Members that the same be taken as read and the Members agreed to the request. Thereafter he invited the members to raise any query relating to the accounts etc., but there was no query raised by any member.

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For KOTHARI PRODUCTS LIMITED  
(RAJ KUMAR GUPTA)  
COMPANY SECRETARY

Thereafter Mr.Pradeep Kumar Gupta proposed the following Resolution as an Ordinary Resolution :

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2010 and the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Reports thereon, be and the same are hereby adopted."

Thereafter the above Resolution was seconded by Mrs.Nirmala Gupta.

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

**DECLARATION OF DIVIDEND**

Thereafter the Chairman took-up item No.2 of the Notice.

Mr.Muzaffar Husain proposed and Mr.Rakesh Jaiswal seconded the following resolution as an Ordinary Resolution :

"RESOLVED THAT a Dividend @200% on the paid up Equity Share Capital of Rs.66319700/- of the Company, as recommended by the Board of Directors, be and is hereby declared."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

**REAPPOINTMENT OF SRI VIKAS CHATURVEDI AS A DIRECTOR**

Thereafter the Chairman took-up item No.3 of the Notice.

Mr.Sitaram Gupta proposed and Mr.Ghanshyam Das Agarwal seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Sri Vikas Chaturvedi, a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

**REAPPOINTMENT OF RETIRING AUDITORS**

Thereafter the Chairman took-up item No.4 of the Notice.

Mr.Raj Narayan Gupta proposed and Mr.Ravi Kumar Omar seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT the Auditors of the Company, M/s.Mehrotra & Mehrotra, Chartered Accountants, who retire at this meeting, being eligible and willing to act as Auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors."

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

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COMPANY SECRETARY

**INCREASE OF LIMIT OF MORTGAGE/CHARGES**

Thereafter the Chairman took-up item No.5 of the Notice.

Mr.Vinod Kumar Varmani proposed and Mr.Nimesh Agarwal seconded the following Resolution as an Ordinary Resolution :

“RESOLVED THAT in supersession of the Ordinary Resolution passed in 25<sup>th</sup> AGM of the Company held on 24<sup>th</sup> September, 2009 the consent of the Company be and is hereby accorded Under Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), to the Board of Directors (hereinafter referred to as “the Board”) to mortgage and/or charge, in addition to the mortgage(s)/charge(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, subject to maximum amount of Rs.750 Crores of charges outstanding at any time, on all or any of the movable and/or immovable property(ies) of the company, both present and future of every nature & kind whatsoever together with the powers to take over the management of the business and concern of the Company, in certain events of defaults, in favour of lenders for securing the borrowing availed/to be availed by the Company by way of loans and securities issued by the Company together with interest at the respective agreed rates, additional interest, all other costs, charges and expenses and all other monies payable by the Company in respect of said loans/borrowings/debentures/other securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between Board of Directors and the Lender(s)/Agent(s) and Trustee(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

Thereafter the Resolution was put to vote on show of hands by the Chairman and after show of hands, was declared carried unanimously by the Chairman.

**VOTE OF THANKS :**

As there was no other business to be transacted, the meeting came to an end with a vote of thanks to the Chair.

Date : 11<sup>th</sup> October, 2010

Place : Kanpur

Sd/-  
(CHAIRMAN)

**CERTIFIED TRUE COPY**

For KOTHARI PRODUCTS LIMITED

  
(RAJ KUMAR GUPTA)  
COMPANY SECRETARY