

**MINUTES OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DUJODWALA PRODUCTS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT KUMBHIVALI VILLAGE, SAVROLI KHARPADA ROAD, TALUKA KHALAPUR, KHOPOLI, DIST. RAIGAD, MAHARASHTRA ON THURSDAY, THE 27<sup>TH</sup> SEPTEMBER, 2012 AT 11.00 A.M.**

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**Present:**

- 1] Shri. Kamal Dujodwala
- 2] Shri. Pannkaj Dujodwala

Mr. H. K. Kanodia, Partner from M/S. Sunderlal Desai and Co. Chartered Accountant, present in person.

**(i) Members Present in person and as authorized representatives of Bodies Corporate as per the Attendance Register:**

1. Akshay dujodwala
2. Alka Dujodwala
3. Manisha Dujodwala
4. Indo Euro Securities Ltd – Mr. Mohan Agrawal
5. Dujodwala Export P. Ltd – Mr. Rajesh Mishra
6. J. B. C. International P. Ltd – Mr. Mohan Agrawal
7. Pannkaj Ramgopal Dujodwala – HUF – Karta – Mr. Pannkaj Dujodwala

**(ii) Proxies present as per Attendance Register:**

1. Ramgopal Kamalkumar HUF - - Proxy - Mr. Mohan Agrawal
2. Mrs. Vijay Rani Saraf – Proxy – Mr. Rajesh Mishra
3. Mr. Rajkumar Saraf – Proxy – Mr. Rajesh Mishra
4. Mr. Sanjay Murarilal Dujodwala – Proxy – Mr. Ajit Mohite
5. Mr. Murarilal R. Dujodwala – Proxy - Mr. Ajit Mohite
6. Mr. Sunil Murarilal Dujodwala jt. Sunita – Proxy - Mr. Ajit Mohite
7. Ms. Vasudha Dujodwala – Proxy – Mr. Rajesh Mishra

**1. Chairman :**

Mr. Mohan Agrawal proposed the name of Shri. Kamalkumar R. Dujodwala, as the Chairman which was seconded by Mr. Ajit Mohite. The motion was carried by voice vote. Shri. Kamalkumar R. Dujodwala took the Chair.

**2. Quorum :**

The Chairman declared that the requisite quorum was present and called the meeting in order.



### 3. Welcome Address :

The Chairman made a welcome address to the Members.

### 4. Proxies:

The Chairman informed the Members that the Company has received 7 valid proxy representing 801666 equity shares. The Chairman stated that these were available for inspection by the Members present.

### 5. Notice:

With the consent of the Members present, the Notice convening the meeting was taken as read.

### 6. Auditors' Report:

At the request of the Chairman, the Managing Director, Mr. Pannkaj Dujodwala, read out the Auditors' Report to the Members of the Company for the year ended 31<sup>st</sup> March, 2012.

### 7. Agenda:

The Chairman then proceeded with the business to be transacted at the meeting.

#### 7.1. Ordinary Business:

##### Item No. 1:

Mr. Mohan Agrawal proposed the following as an Ordinary Resolution which was seconded by Mr. Rajesh Mishra:

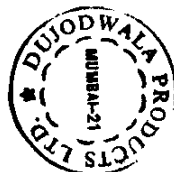
“ **RESOLVED THAT** the audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

Before putting the resolution to vote, the Chairman invited the Members present to seek clarification, if any, on the accounts of the Company. As none sought any clarification, the resolution was then put to vote and on a show of hands was declared as passed.

##### Item No. 2:

Mr. Mohan Agrawal proposed the following as an Ordinary Resolution which was seconded by Mr. Ajit Mohite :

“**RESOLVED THAT** Shri Narendra Goenka, Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company.”



The resolution was put to vote and on a show of hands was declared as passed

**Item No. 3:**

Mr. Rajesh Mishra, proposed the following as an Ordinary Resolution which was seconded by Mr. Ajit Mohite :

**“RESOLVED THAT** Shri Kamalkumar Dujodwala, Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company.”

The resolution was put to vote and on a show of hands was declared as passed

**Item No. 4:**

Mr. Ajit Mohite proposed the following as an Ordinary Resolution which was seconded by Mr. Rajesh Mishra:

**“RESOLVED THAT** M/s. Sunderlal Desai & Kanodia, Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company.”

The resolution was put to vote and on a show of hands was declared as passed.

**7.2 – Special Business**

**Item No. 5:**

Mr. Mohan Agrawal, proposed the following as Special Resolution which was seconded by Mr. Rajesh Mishra:

**“RESOLVED THAT** in continuation to Resolution passed at Extra Ordinary General Meeting of the Company held on December 28, 2009 pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“SEBI ICDR Regulations”) as in force and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India (“SEBI”), the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), rules, regulations, guidelines, notifications and circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India (“RBI”), the Department of



Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board ("FIPB"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to regularize allotment of 431080 Equity Shares of Rs. 10/- ( Rupees Ten Only ) arises after conversion of warrants, by paying a differential amount arises to be determined a new price in terms of regulation 76 (1) of SEBI ICDR Regulations, which shall not be lower than the highest of the following:

- (a) The average of weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange during the six months preceding the "Relevant Date" ;  
or
- (b) The average of the weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange during the two weeks preceding the "Relevant Date";

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Relevant Date, as stipulated in SEBI ICDR Regulations for determination of new price for the referred Equity Shares, shall be 28<sup>th</sup> August, 2012, i.e. thirty days prior to date passing of this resolution.

**RESOLVED FURTHER THAT** herein above referred equity shares shall be ranking *pari passu* and *inter-se* with the existing equity shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, decide and approve the other terms and conditions of the issue including lock-in and also to vary, modify or alter any of the terms and conditions, in its absolute discretion, deem necessary, desirable or expedient to the allotment of the aforesaid Equity shares, listing thereof with the stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the regularization of said allotment, and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a



committee thereof to do all the necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution.

The resolution was put to vote and on a show of hands was declared as passed.

**8. VOTE OF THANKS:**

Mr. Ajit Mohite proposed a vote of thanks to the Chair which was seconded by Mr. Rajesh Mishra. Thereafter, the Chairman declared the meeting as concluded.

**For Dujodwala Products Ltd**

Sd/—

**Kamal Kumar Dujodwala  
Chairman**

Place: Khopoli

Dated: 27/09/2012

